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*Special Counsel to Debtor U.D. Dissolution Corp.*  
*fka V3 Systems, Inc.*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:	Bankruptcy Case No. 14-32546
U.D. DISSOLUTION CORP., fka V3 SYSTEMS, INC.,	(Chapter 11)
Debtor and Debtor-In- Possession.	Judge: Honorable Joel T. Marker

**SUMMARY COVER SHEET PURSUANT TO 28 C.F.R. § 58, APPENDIX A,  
SECTION (b)(3), TO THE FIRST AND FINAL APPLICATION OF  
JONES, WALDO, HOLBROOK & MCDONOUGH, P.C. AS SPECIAL COUNSEL  
TO THE DEBTOR AND DEBTOR IN POSSESSION FOR ALLOWANCE OF  
COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE  
PERIOD FROM DECEMBER 1, 2014 THROUGH AND INCLUDING APRIL 22, 2015**

Name of Applicant:	Jones, Waldo, Holbrook & McDonough, P.C. (Special Counsel)
Authorized to provide professional services to:	Debtors and Debtors in Possession
Petition Date:	November 26, 2014
Date of Retention:	January 13, 2015 <i>nunc pro tunc</i> to Petition Date
Period for which compensation and reimbursement are sought:	December 1, 2014 through April 22, 2015

Amount of compensation sought as actual,  
reasonable and necessary:

\$114,669.50

Amount of expense reimbursement sought as  
actual, reasonable and necessary:

\$1,176.50

This is a(n): \_\_\_ monthly \_\_\_ interim

X final application

Previous Awards/Applications

None

Name, Billing Rate and Admission Date of  
Billing Professionals:

<u>Name</u>	<u>Admission Date</u>	<u>Billing Rate To 3/31/2015</u>	<u>Billing Rate After 4/1/2015</u>
James S. Lowrie	1972	\$375	\$375
Ronald S. Poelman	1981	\$355	\$360
Jeffrey W. Shields	1980	\$390	\$400
Timothy B. Smith	1998	\$310	\$310
C. Michael Judd	2013	\$160	\$185
Nathan R. Sumbot	2014	\$150	\$175
Joseph B. Hinckley	2011	\$180	\$205

Total Hours Billed and Total Amounts  
(Including Paraprofessionals):

<u>Name</u>	<u>Position</u>	<u>Hours</u>	<u>Total</u>
James S. Lowrie	Partner	10.9	\$4,087.50
Jeffrey W. Shields	Partner	250.7	\$98,211.00
Nathan Sumbot	Associate	41.9	\$6,865.00
Ronald S. Poelman	Partner	0.6	\$213.00
Timothy B. Smith	Partner	7.1	\$2,201.00
C. Michael Judd	Associate	0.8	\$128.00

Joseph B. Hinckley	Associate	0.6	\$108.00
EJ McCaffrey	Paralegal	16.0	\$1,060.00
Jeremy S. Carlson	Paralegal	21.7	\$1,619.00
Morgan Williams	Paralegal	1.5	\$176.50

TOTAL: \$114,669.50

Blended Hourly Rate Excluding  
Paraprofessionals: \$357.69 per hour

Hours Requested to Date for Application  
Preparation: Four hours @ \$400.00 per hour (Jeffrey Shields)

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:  U.D. DISSOLUTION CORP., fka V3 SYSTEMS, INC.,  Debtor and Debtor-In- Possession.	Bankruptcy Case No. 14-32546  (Chapter 11)  Judge: Honorable Joel T. Marker
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**FIRST AND FINAL APPLICATION OF JONES, WALDO, HOLBROOK &  
MCDONOUGH, P.C. AS SPECIAL COUNSEL TO THE DEBTOR AND DEBTOR IN  
POSSESSION FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF  
EXPENSES INCURRED FOR THE PERIOD FROM DECEMBER 1, 2014 THROUGH  
AND INCLUDING APRIL 22, 2015**

For its first and final application (the “**Application**”) for allowance of compensation and reimbursement of expenses for the period of December 1, 2014 through April 22, 2015 ( “**Fee Period**”), Jones, Waldo, Holbrook & McDonough, P.C. (“**Jones Waldo**”), special counsel to the above-captioned debtor and debtor in possession ( “**Debtor**”), respectfully represents as follows:

**Jurisdiction and Venue**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory predicates for this Application are 11 U.S.C. §§ 327(e), 330, 331, and 503(b)(2), Federal Rule of Bankruptcy Procedure Rule 2016, and 28 C.F.R. § 58, Appendix A.

### **Background**

3. On November 26, 2014 ( "**Petition Date**"), the Debtor commenced its bankruptcy case by filing a voluntary petition for relief under chapter 11 of title 11 of the United States Code (11 U.S.C. §§ 101, et seq. as amended, the "**Bankruptcy Code**").

4. The Debtor is operating its business, which consists of liquidation and winding up, as a debtor in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in this chapter 11 case.

5. On January 7, 2015 the Office of the United States Trustee for the District of Utah ("**U.S. Trustee**") appointed the Official Committee of Unsecured Creditors ("**Committee**") pursuant to 11 U.S.C. § 1102. [Dkt. Nos. 22, 66]

6. No special order establishing particular procedures for compensation and reimbursement of expenses of professionals has been entered in this case.

7. To Applicant's knowledge, all U.S. Trustee fees are current, all monthly operating reports are current, and a plan and disclosure statement have been filed.

### **The Debtor's Retention of Jones Waldo**

8. On January 16, 2015, upon prior application<sup>1</sup> of the Debtor, the Court entered an Order Authorizing the Employment and Retention of Jones, Waldo, Holbrook & McDonough, P.C. as Special Counsel to the Debtor [Dkt. No. 36] ("**Jones Waldo Retention Order**"). A true and correct copy of the Jones Waldo Retention Order is attached hereto as **Exhibit A** and incorporated herein by reference.

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<sup>1</sup> See Application of U.D. Dissolution Corp. for Entry of an Order Authorizing the Employment and Retention of Jones, Waldo, Holbrook & McDonough, P.C. as Special Counsel to the Debtor [Dkt. No. 8] ( "**Jones Waldo Retention Application**"), supplemented by the Declaration of Jeffrey W. Shields in support of the Jones Waldo Retention Application [Dkt. No. 18].

9. The Jones Waldo Retention Order, as it incorporates the Jones Waldo Application, authorized Jones Waldo to provide the following services to the Debtor consistent with and in furtherance of the services enumerated herein:

- (a) Litigation, adversary proceedings, contested matters and turnover proceedings between Debtor and Sphere Corp. (“**Sphere**”) related to a prepetition executory asset purchase agreement between Debtor and Sphere;
- (b) Litigation, adversary proceedings, contested matters and related proceedings between Debtor and Abundance Capital Private Opportunity Fund (“**Abundance**”) (arising from and related to a prepetition agreement between Debtor and Abundance);
- (c) Litigation, adversary proceedings, contested claims and turnover proceedings between Debtor and Peter Bookman;<sup>2</sup>
- (d) All litigation, adversary proceedings, contested claims and turnover proceedings between Debtor and Daybreak Capital (and BA Securities);<sup>3</sup>

*See*, Jones Waldo Retention Application at ¶ 5.

10. Jones Waldo provided services to the Debtor for several months before the bankruptcy proceeding on the listed matters and its retention in this case mitigated “the need [for new counsel] to spend time getting acquainted with the Debtor as a new client.” Jones Waldo Retention Application at ¶ 7; Jones Waldo Retention Order.

**Additional Disclosures in Accordance with the U.S. Trustee Guidelines**

11. In accordance with the U.S. Trustee Guidelines, Jones Waldo responds as follows:

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<sup>2</sup> Responsibilities concerning the Peter Bookman issues were also stated in the application (“**PADRM Application**”) of Pia Anderson Dorius Reynard and Moss, P.C. (“**PADRM**”) (and order approving the application); as such, Jones Waldo deferred to PADRM and did not handle any of the Bookman related matters. *See* PADRM Application, Dkt. No. 14; Order Approving Retention of PADRM, Dkt. No 38.

<sup>3</sup> Responsibilities concerning the Daybreak issues were also stated in the PADRM Application (and order approving the application); as such, Jones Waldo deferred to PADRM and did not handle any of the Daybreak related matters.

- (a) Jones Waldo did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Fee Period;
- (b) None of the Jones Waldo professionals varied their hourly rate based on the geographic location of the bankruptcy case;
- (c) The application does not include time or fees related to reviewing or revising time records or preparing, reviewing or revising invoices;
- (d) The retention application does not include time or fees for reviewing time records to redact any privileged or other confidential information; and
- (e) This retention application includes one five percent rate increase effective April 1, 2015, since the retention of Jones Waldo.

**Previous Compensation and Reimbursement of Expenses**

12. Jones Waldo has not filed a prior application or been awarded or paid any money on account of services rendered and expenses incurred in this case. Jones Waldo did not take a retainer.

13. This application is a final application. Jones Waldo filed its Motion to Withdraw as Special Counsel to the Debtor (With Client Consent) [Dkt. No 85] and an order allowing Jones Waldo's withdrawal was entered by this Court on April 22, 2015 [Dkt. No 87].

**Fees and Expenses Incurred During the Fee Period**

***A. Customary Billing Disclosures***

14. Jones Waldo's hourly rates are set at a level designed to compensate Jones Waldo fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. The hourly rates and corresponding rate structure utilized by Jones Waldo in this chapter 11 case is equivalent to the hourly rates and corresponding rate structure used by Jones Waldo for other corporate restructuring and bankruptcy matters, as well as similar corporate, securities and litigation matters, whether in court or otherwise, regardless of whether a fee application is

required. For the convenience of the Court and parties in interest, attached hereto as **Exhibit B** is a summary of the blended hourly rates for the timekeepers who billed to Debtor during the Fee Period and Jones Waldo's firm-wide range of billing rates for these professionals.

**B. *Fees Incurred During Fee Period***

15. Jones Waldo has rendered services on behalf of the Debtor, including professionals and paraprofessionals, for the Fee Period totaling 351.8 hours and, in connection therewith, respectfully requests allowance of final compensation in the sum of \$114,669.50.

16. In the ordinary course of Jones Waldo's practice, Jones Waldo maintains computerized records of the time expended for the professional services performed in connection with this chapter 11 case on behalf of the Debtor. For the convenience of the Court and parties in interest, attached hereto as **Exhibit C** is a summary of fees incurred and hours expended during the Fee Period, setting forth the following information:

- (a) the name of each attorney and paraprofessional for whose work on this chapter 11 case compensation is sought;
- (b) each attorney's year of bar admission and area of practice concentration;
- (c) the aggregate time expended and fees billed by each attorney and each paraprofessional during the Fee Period;
- (d) the hourly billing rate for each attorney and each paraprofessional at Jones Waldo's current billing rates;
- (e) the number of rate increases since the inception of the case; and
- (f) the calculation of the total compensation requested.

17. In addition, Jones Waldo's detailed computerized records of the total time expended providing professional services to the Debtor are with customary redactions are



attached as **Exhibit D**. Jones Waldo intends to fully protect, and not waive, the attorney client privilege regarding these records, and generally.

**C. *Expenses Incurred During Fee Period***

18. In the ordinary course of Jones Waldo's practice, Jones Waldo maintains a record of expenses incurred in rendering of the professional services performed in connection with this chapter 11 case on behalf of the Debtor. The expenses incurred by Jones Waldo may include conference call charges, overnight delivery, travel expense, local messenger service, meals, facsimiles, postage, duplicating and computerized legal research charges, all of which Jones Waldo normally bills to its non-bankruptcy clients at rates calculated to compensate Jones Waldo for only the actual cost of the expense without markup. Jones Waldo currently charges 20¢ per page for standard duplication in its offices. Notwithstanding the foregoing, Jones Waldo charged no more than \$0.10 per page for standard duplication services in this chapter 11 case. Jones Waldo does not charge for incoming facsimile transmissions.

19. In connection with the professional services Jones Waldo rendered on behalf of Debtor during the Fee Period, Jones Waldo has incurred expenses totaling \$1,192.21 and respectfully requests allowance and payment of the same. For the convenience of the Court and all parties in interest, attached hereto as **Exhibit E** is a summary for the Fee Period setting forth the total amount of reimbursement sought with respect to each category of expenses for which Jones Waldo is seeking reimbursement.

**D. Summary of Legal Services Rendered During the Fee Period**

20. To assist in providing a clear summary of Jones Waldo's services provided on behalf of the Debtor, Jones Waldo divided its special counsel work into four categories, specifically as follows:

<b>SUMMARY OF FEE AND HOURS BY PROJECT CATEGORY</b>		
<b>Project Category Description</b>	<b>Total Hours Billed</b>	<b>Total Billed</b>
Issues Related to Sphere	277.70	\$86,876.50
Issues Related to Abundance Capital Private Opportunity Fund	15.30	\$5,157.00
Related General Services Rendered at the Request of Debtor	38.10	\$14,612.50
Voutaz Issues	20.70	\$8,023.50
<b>TOTAL:</b>	<b>351.80</b>	<b>\$114,669.50</b>

21. The following is a summary, by project category, of the professional services provided by Jones Waldo during the Fee Period. This summary is organized in accordance with the project divisions set forth in the table above.

**(a) Issues Related to Sphere 3D**

Total Fees: \$86,876.50  
 Total Hours: 277.70  
 Blended Rate: \$ 312.84

22. This category includes time spent by Jones Waldo in connection with issues concerning Sphere. Sphere purchased substantially all of Debtor's assets under a prepetition Asset Purchase Agreement dated February 11, 2014, which closed on March 21, 2014 ("APA"). There were and are several remaining issues under and related to the APA concerning which

Jones Waldo provided services including, but not limited to: (i) lifting of the legend upon and liquidation of restricted Sphere stock received in the APA transaction; (ii) retention and turnover of two categories of cash and stock holdbacks from the purchase consideration; (iii) claims of breach by Debtor of mandatory employment and board of directors appointment provisions; (iv) claims of breaches of a subsequent ancillary agreement; (v) accounting for and turning over certain earn-out consideration under the executory earn-out provision of the APA; (vi) preparation and service of demands for accelerated payment of the earn-out, turnover of holdback assets and interference with Debtor's ability to timely sell its stock received in the APA; (vii) meeting with and providing information and analysis to the Official Committee of Unsecured Creditors ("**Committee**") concerning the Debtor's claims against Sphere and the value of those claims to the estate; (viii) responding to a broad discovery request conducted under Bankruptcy Rule 2004 by the Committee regarding support for Debtor's claims against Sphere, including but not limited to preparation and negotiations for a protective order and filing appropriate objections [*See* Dkt. Nos. 71, 74, 80]; (ix) drafting of complaints for potential filing and settlement discussions with Sphere including a multi-count draft complaint and a complaint for turnover; (x) correspondence and telephone conferences with Sphere and its counsel; (xi) legal research regarding claims and issues raised by the Sphere matters; (xii) continuing activity to maintain an ongoing internal litigation hold and harvesting, storage, processing, and analysis of ESI; (xiii) analysis and advice concerning patent transfer issues raised by Sphere; (xiv) analysis of employment breach issues on behalf of Debtor corporation as required under the APA. The foregoing described work is of value, has been of value, and will continue to be of value to Debtor and the estate as it will be turned over to successor counsel, and to Debtor's

main case counsel. None of the complaints which have been drafted have yet been filed at the direction of Debtor's management.

(b) *Issues Concerning Abundance Capital Private Opportunity Fund LP*

Total Fees: \$5,157.00  
Total Hours: 15.30  
Blended Rate: \$ 337.06

23. This category includes time spent by Jones Waldo dealing with issues affecting the estate raised by a prepetition settlement agreement between Debtor and Abundance, a former series A preferred equity holder in Debtor. Jones Waldo represented Debtor in issues concerning Abundance prepetition. The services rendered regarding Abundance included: (i) discussions and negotiations with Abundance principals and counsel concerning Abundance's claim; (ii) research into and analysis of mandatory subordination under section 510(b) of the Bankruptcy Code and analysis of application of Section 510(b) to the Abundance agreement; (iii) review and analysis of Abundance's alleged secured proof of claim; (iv) discussions with and provision of research product to the Committee regarding the subordination of Abundance's claim under section 510(b); (v) advising Debtor's management on resolution options with Abundance; (vi) analysis of and advising Debtor's management of litigation procedures concerning contested mandatory subordination.

(c) *Voutaz Issues*

Total Fees: \$8,023.50  
Total Hours: 20.70  
Blended Rate: \$ 387.61

24. The Debtor was a party to certain prepetition litigation with one Cathy Voutaz and her related closely-held entities (collectively "Voutaz") arising from and related to certain

secured promissory notes allegedly owed to her by Debtor for certain alleged loans she made to Debtor prepetition while Ms. Voutaz was its Chief Financial Officer. Prepetition, Debtor entered into a Settlement Agreement and Mutual Release with Voutaz which was partially, but not completely, performed as of the Petition Date. Jones Waldo was involved in the Voutaz issues prepetition (although litigation was handled by PADRM) with respect to Debtor's prepetition winding up under state law and as her claims affected the APA. During the course of this case, Voutaz filed a Motion for Relief From Automatic Stay on January 16, 2015 [Dkt. No 42], which was heard and resolved before the Court on January 23, 2015, and resulted in a settlement stipulation after negotiations. At the request of Debtor's main counsel, Jones Waldo assisted in the administration of the terms of the stipulation (as approved by this Court) [Dkt. Nos. 60, 62], and the clearing, registration and sale of the prepetition stock certificate consisting of Sphere stock owned by Debtor which secured the prepetition Voutaz obligation. In addition, Jones Waldo was asked to and participated in communication post-stipulation with Voutaz's counsel, Matt Boley, concerning interpretation of the terms of the stipulation.

(d) *Related General Services*

Total Fees: \$14,612.50  
Total Hours: 38.10  
Blended Rate: \$ 383.53

25. As stated in the Jones Waldo Retention Application, Jones Waldo represented Debtor for several months prepetition in its winding up and many related complex matters. Post-petition, and in order to save time and resources which would otherwise be necessary for Debtor's main counsel to come up to speed, Jones Waldo was asked to continue to assist with contacts between the Debtor and its selling stock broker, Scarsdale Securities, and the transfer

agent, and to assist with tasks necessary to obtain lifting of the legend on the Voutaz -secured Sphere shares, obtainment of appropriate opinions, and to otherwise shepherd the stock sale process. In addition, again as a result of Jones Waldo's institutional knowledge of the Debtor's affairs, Jones Waldo was asked to participate in and advise on the following matters: (i) assist in and preparation of the statements and schedules, creditor matrix and equity matrix; (ii) assist in the analysis of claims against the estate by creditors other than Abundance, Sphere and Voutaz; (iii) assistance with drafting Debtor's motion for authority to sell shares under Bankruptcy Code § 363 [Dkt. No. 40]; (iv) review and drafting input into the proposed disclosure statement, liquidating plan and liquidating trust agreement which have been filed with the Court.

26. The foregoing general description of services rendered in specific areas is not intended to be exhaustive of the scope of Jones Waldo's activities on behalf of the Debtor in this chapter 11 case. The time records attached hereto as **Exhibit D** present more completely the work performed by Jones Waldo in each task category during the Fee Period.

**Reasonable and Necessary Services Provided by Jones Waldo**

***A. Reasonable and Necessary Fees Incurred in Providing Services to Debtor***

27. The foregoing professional services provided by Jones Waldo on behalf of Debtor during the Fee Period were reasonable, necessary and appropriate to the administration of this chapter 11 case and related matters and are reasonably worth the sum of \$114,669.50. The blended hourly rate for all services provided by Jones Waldo during the fee period, excluding paraprofessionals, is \$357.69. The blended rates on each of the four task categories are stated above and also reflected on the attached billings.

28. The attorneys who worked on this case during the Fee Period have various levels of expertise. From time to time these attorneys consulted with each other and other attorneys on different aspects of the case. It is submitted that this is a more efficient way to represent the Debtor rather than to expect any single attorney to be an expert in all applicable areas of law. If a single attorney were to attempt to run a case such as this, the attorney would have to learn through research what other attorneys know and can tell him or her based on their years of knowledge and expertise. For example, with respect to the Sphere patent issues, Timothy B. Smith, a patent attorney with Jones Waldo, rendered services. With respect to mandatory employment provisions benefitting the Debtor under the APA, James S. Lowrie, a lawyer with employment expertise, rendered services.

**B. *Reasonable and Necessary Expenses Incurred in Providing Services to Debtor***

29. The actual expenses incurred by Jones Waldo in providing professional services were necessary, reasonable and justified under the circumstances to serve the needs of the Debtor in this chapter 11 case. Jones Waldo avoided incurring expenses for meals or travel for its lawyers or staff and otherwise minimized expenses. Jones Waldo requests reimbursement of expenses incurred on behalf of the Debtor for the Fee Period in connection with this chapter 11 case in the sum of \$1,176.30. A summary of the expenses which itemize each is attached hereto as Exhibit E.

**Jones Waldo's Requested Compensation and Reimbursement Should be Allowed**

30. Section 331 of the Bankruptcy Code provides for compensation of professionals and incorporates the substantive standards of section 330 of the Bankruptcy Code to govern the Court's award of such compensation. Section 330 of the Bankruptcy Code provides that a court

may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 of the Bankruptcy Code also sets forth the criteria for an award of compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded, the court should consider the nature, extent, and the value of such services, taking into account all relevant factors, including –

- (a) the time spent on such services;
- (b) the rates charged for such services;
- (c) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
- (d) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
- (e) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

31. Jones Waldo respectfully submits that the services for which it seeks compensation in this Fee Application were, at the time rendered, necessary for and beneficial to the Debtor and were rendered to protect and preserve the Debtors’ rights. Jones Waldo further believes that it performed the services for the Debtor economically, effectively and efficiently, and the results obtained benefitted the Debtor. Jones Waldo further submits that the



compensation requested herein is reasonable in the light of the nature, extent and value of such services to Debtor.

32. During the course of the Fee Period, Jones Waldo's billing rates for attorneys in this engagement ranged from \$150.00 to \$390.00 per hour. These hourly rates are consistent with local rates and considerably below rates charged by attorneys with similar skills and experience at regional firms in this jurisdiction. The hourly rates and corresponding rate structure utilized by Jones Waldo in this chapter 11 case are equivalent to the hourly rates and corresponding rate structure used by Jones Waldo for other restructuring and bankruptcy matters, as well as similar complex corporate, securities, patent and litigation matters whether in court or otherwise, regardless of whether a fee application is required. Jones Waldo strives to be efficient in the staffing of matters and, in this case, particularly took advantage to the benefit of the Debtor of its prior institutional knowledge of the Debtor's financial affairs. Jones Waldo's hourly rates are sets at a level designed to compensate Jones Waldo fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine expenses. Hourly rates vary with the experience and seniority of the individuals assigned.

33. In summary, Jones Waldo respectfully submits that the professional services provided by Jones Waldo on behalf of Debtor during this chapter 11 case were necessary and appropriate given the complexity of this chapter 11 case, the time expended by Jones Waldo, the nature and extent of Jones Waldo's services provided, the value of Jones Waldo's services, and the costs of comparable services outside of bankruptcy, all of which are relevant factors set forth in section 330 of the Bankruptcy Code. Accordingly, Jones Waldo respectfully submits the approval of the compensation sought herein and a directive of this highly liquid estate to pay

such fees and costs forthwith, as an administrative expense pursuant to section 503(b)(2) of the Bankruptcy Code.

**No Prior Request**

34. No prior application for the relief requested herein has been made to this or any other court.

**Approval**

35. Debtor has reviewed and approved the fees and costs sought herein.

**Request for Application Fees**

36. Jones Waldo requests award of fees, in addition to fees applied for herein, incurred in preparing, prosecuting and defending this Application.

WHEREFORE, Jones Waldo respectfully requests that the Court enter an order

- (a) awarding Jones Waldo compensation for professional and paraprofessional services provided during the Fee Period in the amount of \$114,669.50, and reimbursement of actual, reasonable, and necessary expenses incurred in the Fee Period in the amount of \$1,176.30, plus additional fees incurred with regard to this Application as shown by submissions to the Court;
- (b) authorizing and directing the Debtor to remit payment to Jones Waldo for such fees and expenses; and (c) granting such other and further relief as just and appropriate in the circumstances.

DATED this 26th day of May, 2015.

JONES, WALDO, HOLBROOK & McDONOUGH, P.C.

By: /s/ Jeffrey W. Shields  
Jeffrey W. Shields  
Special Counsel to Debtor

**CERTIFICATE OF SERVICE**

I hereby certify that on May 26th, 2015, I electronically filed the foregoing **SUMMARY COVER SHEET PURSUANT TO 28 C.F.R. § 58, APPENDIX A, SECTION (b)(3), TO THE FIRST AND FINAL APPLICATION OF JONES, WALDO, HOLBROOK & MCDONOUGH P.C. AS SPECIAL COUNSEL TO THE DEBTOR AND DEBTOR IN POSSESSION FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD FROM DECEMBER 1, 2014 THROUGH AND INCLUDING APRIL 22, 2015** and the **FIRST AND FINAL APPLICATION OF JONES, WALDO, HOLBROOK & MCDONOUGH P.C. AS SPECIAL COUNSEL TO THE DEBTOR AND DEBTOR IN POSSESSION FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES INCURRED FOR THE PERIOD FROM DECEMBER 1, 2014 THROUGH AND INCLUDING APRIL 22, 2015** with the United States Bankruptcy Court for the District of Utah by using the CM/ECF system. I further certify that the parties of record in this case as identified below, are registered CM/ECF users and will be served through the CM/ECF system:

**Matthew M. Boley** [mmb@pkhlawyers.com](mailto:mmb@pkhlawyers.com), [jh@pkhlawyers.com](mailto:jh@pkhlawyers.com)  
**Kenneth L. Cannon** [kcannon@djplaw.com](mailto:kcannon@djplaw.com), [khughes@djplaw.com](mailto:khughes@djplaw.com)  
**Laurie A. Cayton tr** [laurie.cayton@usdoj.gov](mailto:laurie.cayton@usdoj.gov), [James.Gee@usdoj.gov](mailto:James.Gee@usdoj.gov);  
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**United States Trustee** [USTPRegion19.SK.ECF@usdoj.gov](mailto:USTPRegion19.SK.ECF@usdoj.gov)  
**Peter Billings** [pbillings@fabianlaw.com](mailto:pbillings@fabianlaw.com)  
**Douglas Payne** [dpayne@fabianlaw.com](mailto:dpayne@fabianlaw.com)

**BY U.S. MAIL:**

I further certify that on May26th, 2015, a true and correct copy of the foregoing document was served via U.S. Mail, postage prepaid, addressed as follows:

U.D. DISSOLUTION CORP, Debtor  
299 South Main Street, Suite 1300  
Salt Lake City, Utah 84111

/s/ Jeffrey W. Shields

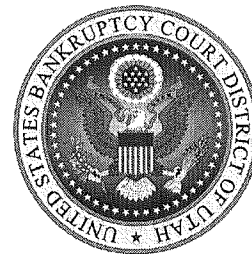
EXHIBIT 'A'

The below described is SIGNED.

Dated: January 15, 2015



JOEL T. MARKER  
U.S. Bankruptcy Judge



IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION

In re:

UD DISSOLUTION CORP.  
(fna, V3 Systems, Inc.)

Debtor.

Bankruptcy Case No. 14-32546  
Chapter 11

Honorable Joel T. Marker

(Filed Electronically)

ORDER APPROVING APPLICATION OF THE DEBTOR TO EMPLOY JEFFREY  
WESTON SHIELDS AND JONES WALDO HOLBROOK & McDONOUGH, PC  
AS SPECIAL COUNSEL

The Court, having considered the Application to Employ Jeffrey Weston Shields and Jones Waldo Holbrook & McDonough, PC As Special Counsel for the Debtor [Docket No. 8] (the "Application"), adequate notice having been given pursuant to Bankruptcy Rule 2014, the United States Trustee having consented to the Application as evidenced by counsel's endorsement of this Order, and good cause appearing therefore, hereby ORDERS as follows:

1. The Application is granted.
2. The Debtor is hereby authorized to retain and employ Jeffrey Weston Shields and Jones Waldo Holbrook & McDonough, PC as Special Counsel for the Debtor, according to the terms stated in the Application.

----- END OF ORDER -----

**Approved as to Form:**

MILLER TOONE, P.C.

UNITED STATES TRUSTEE

/s/ Blake D. Miller

Blake D. Miller

*Counsel for the Debtor*

/s/ Laurie Cayton

Laurie Cayton

*Counsel for the United States  
Trustee*

Above signatures used with  
permission

EXHIBIT 'B'

JONES, WALDO, HOLBROOK & MCDONOUGH

A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS

POST OFFICE BOX 45444  
SALT LAKE CITY, UTAH 84145-0444  
TELEPHONE (801) 521-3200  
FACSIMILE (801) 328-0537

**V3 Systems, Inc. - Bankruptcy Matter (26556.0006)**

**Hourly Rates**

Initials	Name	Title	Rate through March 31, 2015	Rate April 1, 2015 - Present	Total Hours Billed	Total Amount Billed
JBH	Hinckley, Joseph B	Associate	\$180.00	\$205.00	0.60	\$108.00
JSL	Lowrie, James S.	Partner	\$375.00	\$375.00	10.90	\$4,087.50
JYS	Shields, Jeffery	Partner	\$390.00	\$400.00	250.70	\$98,211.00
MXJ	Judd, Charles Michael	Associate	\$160.00	\$185.00	0.80	\$128.00
NRS	Sumbot, Nathan R	Associate	\$150.00	\$175.00	41.90	\$6,865.00
RSP	Poelman, Ronald S.	Partner	\$355.00	\$360.00	0.60	\$213.00
TBS	Smith, Timothy B	Partner	\$310.00	\$310.00	7.10	\$2,201.00
			<b>Total:</b>		<b>312.60</b>	<b>\$111,813.50</b>

**Blended Rate: \$357.69**



EXHIBIT 'C'

**EXHIBIT C**  
**FIRST AND FINAL FEE APPLICATION**

Name	Admission Date	Billing Rate to 3/31/15	Billing Rate As of 4/1/15	Position	Specialty	Hours	Total
James S. Lowrie	1972	\$375	\$375	Partner	Employment	10.9	\$ 4,087.50
Ronald S. Poelman	1981	\$355	\$360	Partner	Corporate	0.6	213.00
Jeffrey W. Shields	1980	\$390	\$400	Partner	Bankruptcy/Litigation	250.7	98,211.00
Timothy B. Smith	1998	\$310	\$320	Partner	Patent/IP	7.1	2,201.00
C. Michael Judd	2013	\$160	\$185	Associate	Litigation	0.8	128.00
Nathan Sumbot	2014	\$150	\$175	Associate	Litigation	41.9	6,685.00
Joseph Hinckley	2011	\$180	\$205	Associate	Corporate	0.6	108.00
E. J. McCaffrey	n/a	\$75	\$85	Paralegal	Litigation/e-Discovery	16.0	1,060.00
Jeremy S. Carlson	n/a	\$75	\$85	Paralegal	Litigation/e-Discovery	21.7	1,619.00
Morgan Williams	n/a	\$115	\$125	Paralegal	Corporate	1.5	176.50
					TOTAL		\$114,669.50

EXHIBIT 'D'

JONES, WALDO, HOLBROOK & MCDONOUGH

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V3 Systems, Inc. - Bankruptcy (26556.0006)  
Fee Detail Report - Abundance Capital Issues  
December 1, 2014 - April 22, 2015

FEES

Date	Tkpr	Amount	Hours	Narrative
12/1/2014	JYS	\$78.00	0.20	Email with B. Moss (.2).
12/1/2014	JYS	\$78.00	0.20	Email with R. Lindstrom (.2).
12/1/2014	JYS	\$78.00	0.20	Review email with D. Shaya of Abundance (.2).
12/3/2014	JYS	\$78.00	0.20	Telephone conference with D. Chandler (.2).
12/3/2014	JYS	\$117.00	0.30	Telephone conference with B. Miller (.3).
12/3/2014	JYS	\$117.00	0.30	Telephone conference with B. Miller and D. Bolton (.3).
12/3/2014	JYS	\$39.00	0.10	Email with D. Bolton (.1).
12/3/2014	JYS	\$117.00	0.30	Follow up email with D. Bolton (.3).
12/3/2014	JYS	\$78.00	0.20	email report of REDACTED to management (.2).
12/4/2014	JYS	\$78.00	0.20	Email with V. Efros (.2).
12/7/2014	JYS	\$117.00	0.30	Email to clients re REDACTED
12/8/2014	JYS	\$156.00	0.40	Review research on REDACTED (.4).
12/8/2014	JYS	\$78.00	0.20	Email with B. Kesselring re Abundance call (.2).
12/8/2014	JYS	\$156.00	0.40	Telephone conference with B. Miller, D. Chandler, R. Lindstrom and Joe Gfoeller (.4).
12/8/2014	JYS	\$351.00	0.90	Telephone conference with B. Miller, Joe Gfoeller, R. Lindstrom, D. Chandler, V. Efros, D. Bolton and D. Shaya re claim and bankruptcy process re Abundance (.9).
12/8/2014	JYS	\$156.00	0.40	Telephone conference, post-Abundance call telephone conference, with R. Lindstrom and Joe Gfoeller (.4).
12/16/2014	JYS	\$78.00	0.20	Email with Joe Gfoeller and R. Lindstrom re REDACTED (.2).
1/16/2015	JYS	\$117.00	0.30	Telephone conference with Blake Miller and Steve McCardell (counsel for Abundance Capital) re: subordination issue (.3).
2/2/2015	JYS	\$117.00	0.30	Review and comment REDACTED email draft to Abundance (.3).
2/8/2015	JYS	\$78.00	0.20	Email with R. Lindstrom and P. Billings re Abundance analysis (.2).

2/10/2015	JYS	\$78.00	0.20	Email to Ken Cannon (.2).
2/11/2015	NRS	\$345.00	2.30	Perform follow-up research regarding the subordination [REDACTED] [REDACTED]; conference with Jeff Shields.
2/11/2015	JYS	\$39.00	0.10	Email with P. Billings (.1);
2/11/2015	JYS	\$351.00	0.90	Gather and send case law and documents to P. Billings [REDACTED] per request (.9);
2/11/2015	JYS	\$117.00	0.30	Research assignment to associate N. Sumbot (.3).
2/12/2015	NRS	\$165.00	1.10	Perform follow-up research on subordination of claims [REDACTED]
2/12/2015	JYS	\$156.00	0.40	Additional research on 510(b) issues (.4).
2/13/2015	JYS	\$156.00	0.40	Telephone conference with Joe Gfoeller re [REDACTED] [REDACTED] (.4).
2/23/2015	JYS	\$117.00	0.30	Telephone conference with B. Miller (.3);
2/23/2015	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom, Joe Gfoeller and B. Miller [REDACTED] (.3).
2/23/2015	JYS	\$78.00	0.20	Telephone conference with Joe Gfoeller (.2).
2/23/2015	JYS	\$117.00	0.30	Email with R. Lindstrom re [REDACTED] (.3).
2/23/2015	JYS	\$156.00	0.40	Additional research re 510(b) claims (.4).
2/24/2015	JYS	\$78.00	0.20	Telephone conference with B. Miller re [REDACTED] (.2).
2/27/2015	JYS	\$117.00	0.30	Telephone conference with Joe Gfoeller, R. Lindstrom and B. Miller re [REDACTED] (.3).
3/3/2015	JYS	\$78.00	0.20	Emails with B. Miller/K. Cannon re Abundance (.2).
3/4/2015	JYS	\$78.00	0.20	Email with R. Lindstrom re [REDACTED] (.2).
3/4/2015	JYS	\$78.00	0.20	Telephone conference with P. Billings (.2).
3/4/2015	JYS	\$117.00	0.30	Review Abundance Proof of Claim and email [REDACTED] to clients (.3).
3/9/2015	JYS	\$117.00	0.30	Telephone conference with B. Miller re [REDACTED] (.3).
4/8/2015	JYS	\$160.00	0.40	(ABUNDANCE) Email with B. Miller and review forwarded email from Ken Cannon and settlement agreement draft (.3); review voice mail from Mr. Cannon (.1).
4/9/2015	JYS	\$80.00	0.20	(ABUNDANCE) Email with R. Lindstrom re [REDACTED]
Total:		\$5,157.00	15.30	

**V3 Systems, Inc. - Bankruptcy (26556.0006)**  
**Fee Detail Report - Abundance Capital Issues**

**Timekeeper Summary**

Initials	Name	Amount	Hours
NRS	Sumbot, Nathan R	\$510.00	3.40
JYS	Shields, Jeffery	\$4,647.00	11.90
Total:		\$5,157.00	15.30

**Blended Rate**                      **\$337.06**

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V3 Systems, Inc. - Bankruptcy (26556.0006)

Fee Detail Report - Sphere 3D Issues

December 1, 2014 - April 22, 2015

FEES

Date	Tkpr	Amount	Hours	Narrative
12/1/2014	JYS	\$156.00	0.40	Telephone conference with bankruptcy team (.4);
12/1/2014	JYS	\$156.00	0.40	Email to B. Miller regarding [REDACTED] (.4).
12/1/2014	JYS	\$78.00	0.20	Email with Joe Gfoeller (.2).
12/1/2014	JYS	\$39.00	0.10	Email to B.Kesselring (.1).
12/2/2014	JYS	\$585.00	1.50	Telephone conference with Joe Gfoeller and R. Lindstrom regarding [REDACTED] [REDACTED] (.15).
12/4/2014	JYS	\$117.00	0.30	Telephone conferences (2) with B. Miller (.3).
12/4/2014	JYS	\$117.00	0.30	Telephone conference with Joe Gfoeller (.3).
12/4/2014	JYS	\$78.00	0.20	Email with Lon Jenkins (.2).
12/4/2014	JYS	\$117.00	0.30	Email with B. Kesselring (.3).
12/4/2014	JYS	\$78.00	0.20	Email with B. Miller (.2).
12/5/2014	JYS	\$117.00	0.30	Telephone conference with Joe Gfoeller (.3).
12/5/2014	JYS	\$156.00	0.40	Email to B. Kesselring re information for statements and schedules (.4).
12/8/2014	JYS	\$78.00	0.20	Telephone conference with B. Miller (.2).
12/8/2014	JYS	\$117.00	0.30	Telephone conference with Joe Gfoeller (.3).
12/8/2014	JYS	\$117.00	0.30	Telephone conference with B. Miller and D. Chandler (.3).
12/9/2014	JYS	\$78.00	0.20	Email regarding [REDACTED] Sphere 3D (.2).
12/9/2014	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom (.3).
12/9/2014	JYS	\$117.00	0.30	Telephone conference with Dave Mock (.3).
12/11/2014	JYS	\$780.00	2.00	Meetings with B. Miller, D. Chandler, R. Lindstrom and Joe Gfoeller to [REDACTED] prepare for Initial Debtor Interview (2.0).
12/17/2014	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom (.3).
12/17/2014	JYS	\$117.00	0.30	Telephone conference with Joe Gfoeller (.3).

12/17/2014	JYS	\$78.00	0.20	Telephone conference with B. Miller (.2).
12/18/2014	JYS	\$234.00	0.60	Telephone conferences (3) with B. Miller (.6).
12/18/2014	JYS	\$117.00	0.30	Email with M. Hashimoto re: [REDACTED] (.3).
12/19/2014	JYS	\$117.00	0.30	Telephone conference with B. Kesselring (.3).
12/19/2014	JYS	\$78.00	0.20	Telephone conference with Joe Gfoeller (.2).
12/22/2014	JYS	\$234.00	0.60	Telephone conferences (3) with D. Chandler re: [REDACTED] (.6).
12/22/2014	JYS	\$429.00	1.10	Draft adversary action section of initial status report and email to D. Chandler (1.1).
12/22/2014	JYS	\$702.00	1.80	Office conference with B. Miller and B. Moss at Pia Anderson Dorlus to [REDACTED] (1.8).
12/22/2014	JYS	\$351.00	0.90	Prepare bankruptcy events timeline narrative for initial status report (.9).
12/22/2014	JYS	\$78.00	0.20	Email with B. Moss regarding [REDACTED] (.2).
12/22/2014	JYS	\$117.00	0.30	Email with R. Lindstrom (.3).
12/22/2014	JYS	\$195.00	0.50	Edits to first draft of Initial Status Report (.5).
12/22/2014	JYS	\$78.00	0.20	Follow up email with D. Chandler (.2).
1/6/2015	JYS	\$78.00	0.20	Telephone conference with Brennan Moss re: [REDACTED] (.2).
1/6/2015	JYS	\$78.00	0.20	Email with Mr. Lindstrom (.2).
1/6/2015	JYS	\$78.00	0.20	Telephone conference with Blake Miller (.2).
1/7/2015	JYS	\$117.00	0.30	Telephone conference with Bill Kesselring (.3).
1/7/2015	JYS	\$39.00	0.10	Check docket (.1).
1/8/2015	JYS	\$117.00	0.30	Telephone conference with Ric Lindstrom (.3).
1/8/2015	JYS	\$39.00	0.10	Email with B. Moss (.1).
1/13/2015	JYS	\$78.00	0.20	Email with R. Lindstrom (.2).
1/13/2015	JYS	\$312.00	0.80	Edits to draft [REDACTED] (.8).
1/13/2015	JYS	\$156.00	0.40	Telephone conference with Blake Miller and Ric Lindstrom (.4).
1/13/2015	JYS	\$117.00	0.30	Telephone conference with Ric Lindstrom (.3).
1/13/2015	JYS	\$234.00	0.60	Telephone conference with (3) Blake Miller (.6).
1/13/2015	JYS	\$78.00	0.20	Late evening Telephone conference with w/B. Miller (.2).
1/13/2015	JYS	\$156.00	0.40	Email to Mr. Miller re: [REDACTED] (.4).
1/13/2015	JYS	\$78.00	0.20	Follow-up email to Mr. Miller (.2).
1/14/2015	JYS	\$78.00	0.20	Email with Mark Hashimoto (.2).
1/14/2015	JYS	\$78.00	0.20	Telephone conference with Joe Gfoeller re: [REDACTED] (.2).
1/14/2015	JYS	\$117.00	0.30	Telephone conference with Ric Lindstrom and Joe Gfoeller [REDACTED] (.3).
1/14/2015	JYS	\$117.00	0.30	Late evening telephone conference with with R. Lindstrom (.3).
1/14/2015	JYS	\$117.00	0.30	Late evening telephone conference with with Blake Miller (.3).
1/15/2015	JYS	\$78.00	0.20	Telephone conference with Ric Lindstrom (.2).
1/15/2015	JYS	\$78.00	0.20	telephone conference with Joe Gfoeller (.2).
1/15/2015	JYS	\$195.00	0.50	meeting with Ric Lindstrom, [REDACTED] and Blake Miller (.5).



1/15/2015	JYS	\$780.00	2.00	preparation meeting for initial status conference and [REDACTED] [REDACTED] with Ric Lindstrom, Blake Miller and Joe Gfoeller (by phone) (2.0).
1/15/2015	JYS	\$312.00	0.80	attend court's initial status conference (Judge Marker (.8).
1/15/2015	JYS	\$117.00	0.30	telephone conference with Blake Miller re: [REDACTED] (.3).
1/16/2015	JYS	\$117.00	0.30	Follow up call with Mr. Miller re Sphere [REDACTED] (.3).
1/19/2015	JYS	\$78.00	0.20	Email with M. Hashimoto re: [REDACTED] (.2).
1/19/2015	JYS	\$156.00	0.40	Telephone conference with Mark Hashimoto and provide documents to him (.4).
1/19/2015	JYS	\$156.00	0.40	Additional work on [REDACTED] (.4).
1/19/2015	JYS	\$117.00	0.30	Brief legal research on turnover actions [REDACTED] (.3).
1/20/2015	JYS	\$156.00	0.40	Telephone conference with Blake Miller and Ric Lindstrom [REDACTED] [REDACTED] (.4).
1/20/2015	JYS	\$156.00	0.40	telephone conference with Ric Lindstrom re: [REDACTED] (.4).
1/21/2015	JYS	\$78.00	0.20	Telephone conference with Ric Lindstrom and J. Gfoeller re: [REDACTED] (.2).
1/21/2015	JYS	\$78.00	0.20	Followup email with R. Lindstrom re: [REDACTED] (.2).
1/22/2015	JYS	\$78.00	0.20	Telephone conference with Petter Billings and Blake Miller re: committee positions (.2).
1/22/2015	JYS	\$117.00	0.30	Telephone conference with Lana Gayevsky of Scarsdale (.3).
1/22/2015	JYS	\$117.00	0.30	Telephone conference with Bill Matlack of Scarsdale (.3).
1/22/2015	JYS	\$117.00	0.30	Telephone conference with (2) with Staci at Continental Stock Transfer (.3).
1/22/2015	JYS	\$78.00	0.20	Telephone conference with Bill Kesselring re: brokerage account information (.2).
1/22/2015	JYS	\$117.00	0.30	Review Sphere press release and email with [REDACTED] same (.3)
1/22/2015	JYS	\$78.00	0.20	Email with B. Matlack of Scarsdale re: transfer agents (.2).
1/22/2015	JYS	\$1,092.00	2.80	[REDACTED] meeting with J. Gfoeller for 1/22/15 hearing including calls with B. Miller and R. Lindstrom and to [REDACTED] (2.8).
1/23/2015	JYS	\$78.00	0.20	Email with Peter Billings (.2).
1/23/2015	JYS	\$78.00	0.20	Emails with B. Matlack and L. Gayevsky of Scarsdale re: stock clearing (.2).
1/23/2015	JYS	\$39.00	0.10	Followup email to Mr. Billings re: stock clear (.1).
1/23/2015	JYS	\$78.00	0.20	Email with Mark Hashimoto re: [REDACTED] (.2).
1/23/2015	JYS	\$78.00	0.20	Telephone conference with Mark Hashimoto (.2).
1/23/2015	JYS	\$117.00	0.30	Email to clients re: [REDACTED] [REDACTED] (.3).
1/23/2015	JYS	\$78.00	0.20	Telephone conference with Bill Matlack at Scarsdale (.2).
1/23/2015	JYS	\$78.00	0.20	Telephone conference with Bibi at TMX Equity Transfer (.2).
1/23/2015	JYS	\$117.00	0.30	Telephone conference with (evening) Ric Lindstrom and Blake Miller (.3).
1/26/2015	JYS	\$156.00	0.40	Telephone conference with Ric Lindstrom and Joe Gfoeller re: [REDACTED] (.4).
1/26/2015	JYS	\$78.00	0.20	Telephone conference with Ric Lindstrom (.2).
1/26/2015	JYS	\$78.00	0.20	Emails with Bibi Kahn of TMX Transfer re: clearing legend (.2).
1/26/2015	JYS	\$39.00	0.10	Email with B. Kesselring re: account change (.1).

1/26/2015	JYS	\$117.00	0.30	Follow up email with Lana at Scarsdale re: legend release procedure (.3).
1/26/2015	JYS	\$117.00	0.30	Email with M. Hashimoto and review and revise [REDACTED] draft [REDACTED] (.3).
1/26/2015	JYS	\$273.00	0.70	Brief legal research on turnover [REDACTED] (.7).
1/27/2015	JYS	\$351.00	0.90	Telephone conference with Ric Lindstrom and Mark Hashimoto re: [REDACTED] [REDACTED] (.9).
1/27/2015	JYS	\$117.00	0.30	Telephone conference with Ric Lindstrom and Joe Gfoeller re: [REDACTED] (.3).
1/27/2015	JYS	\$273.00	0.70	Telephone conference with Ric Lindstrom re: [REDACTED] [REDACTED] (.7).
1/27/2015	JYS	\$39.00	0.10	Review Mr. Lindstrom's changes to [REDACTED] (.1).
1/28/2015	JYS	\$156.00	0.40	Telephone conference with (2) Mark Hashimoto re: [REDACTED] (.4).
1/28/2015	JYS	\$39.00	0.10	Email to R. Lindstrom re: [REDACTED] (.1).
1/28/2015	JYS	\$156.00	0.40	Brief legal research of application of Sections 541 and 543 [REDACTED] (.4).
1/29/2015	JYS	\$195.00	0.50	Work on turnover demand letters to [REDACTED] (.5).
1/29/2015	JYS	\$117.00	0.30	Telephone conference with Ric Lindstrom re: [REDACTED] (.3).
1/29/2015	JYS	\$78.00	0.20	Email with Mr. Hashimoto and review revisions to [REDACTED] (.2).
1/29/2015	JYS	\$39.00	0.10	Review [REDACTED] comment (.1).
1/29/2015	JYS	\$117.00	0.30	Review [REDACTED] agreement [REDACTED] (.3).
1/30/2015	JYS	\$117.00	0.30	Telephone conference with Ric Lindstrom and J. Gfoeller re: [REDACTED] (.3).
1/30/2015	JYS	\$156.00	0.40	Prepare for [REDACTED] meeting (.4).
1/30/2015	JYS	\$117.00	0.30	Telephone conference with Ric Lindstrom (.3).
1/30/2015	JYS	\$78.00	0.20	Telephone conference with Blake Miller (.2).
1/30/2015	JYS	\$78.00	0.20	Email to Mr. Hashimoto re: [REDACTED] (.2).
1/30/2015	JYS	\$78.00	0.20	Email to Peter Billings and leave voicemail (.2).
1/31/2015	JYS	\$78.00	0.20	Email with J. Gfoeller re: [REDACTED] (.2).
1/31/2015	JYS	\$78.00	0.20	Email with R. Lindstrom regarding [REDACTED] (.2).
2/1/2015	JYS	\$39.00	0.10	Email to B. Kahn at Equity Transfer (.1).
2/1/2015	JYS	\$39.00	0.10	Email with R. Lindstrom (.1).
2/2/2015	JYS	\$156.00	0.40	Telephone conference with B. Moss re [REDACTED] (.4).
2/2/2015	JYS	\$390.00	1.00	Prepare turnover demand letter to Sphere 3D (1.0).
2/2/2015	JYS	\$975.00	2.50	Office conference with R. Lindstrom to [REDACTED] (2.5).
2/2/2015	JYS	\$1,170.00	3.00	Effice conference with R. Lindstrom, B. Miller and Joe Gfoeller (by telephone) (3.00).
2/2/2015	JYS	\$117.00	0.30	Email with Bill McDonald re stock opinion (.3).
2/3/2015	JYS	\$3,042.00	7.80	[REDACTED] meeting with R. Lindstrom, Joe Gfoeller (by phone), M. Hashimoto, B. Moss (7.8).
2/3/2015	JYS	\$78.00	0.20	Edits to [REDACTED] turnover letter (.2).
2/4/2015	NRS	\$165.00	1.10	Conference with Jeff Shields regarding [REDACTED] research [REDACTED] [REDACTED]

2/4/2015	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom re [REDACTED] (.3).
2/4/2015	JYS	\$39.00	0.10	Email to Bill McDonald re 144 Opinions (.1).
2/4/2015	JYS	\$78.00	0.20	confer with R. Poelman on [REDACTED] (.2).
2/5/2015	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom and B. Miller re [REDACTED] (.3).
2/5/2015	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom and Joe Gfoeller re [REDACTED] (.3).
2/5/2015	JYS	\$78.00	0.20	telephone conference with R. Lindstrom (.2).
2/5/2015	JYS	\$117.00	0.30	Email with B. Moss and R. Lindstrom re [REDACTED] (.3).
2/6/2015	NRS	\$285.00	1.90	Review [REDACTED]
2/6/2015	JYS	\$117.00	0.30	Email with Lana at Scarsdale regarding legend removal and correspond with B. Moss re same (.3).
2/6/2015	JYS	\$39.00	0.10	Email to Bill McDonald re 144 Opinion (.1).
2/8/2015	JYS	\$78.00	0.20	Minor revising to [REDACTED] turnover letter and email for review (.2).
2/9/2015	JYS	\$78.00	0.20	Email to R. Lindstrom re [REDACTED] (.2).
2/9/2015	JYS	\$78.00	0.20	Telephone conference with P. Billings (.2).
2/10/2015	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom and Joe Gfoeller (.3).
2/10/2015	JYS	\$78.00	0.20	Telephone conference with Joe Gfoeller re [REDACTED] (.2).
2/12/2015	MXJ	\$128.00	0.80	Conduct research on Utah law regarding [REDACTED]
2/12/2015	JYS	\$78.00	0.20	Email with R. Lindstrom re [REDACTED] and email with M. Hashimoto (.2).
2/12/2015	JYS	\$117.00	0.30	Review R. Lindstrom employment agreement with Sphere re [REDACTED] (.3).
2/12/2015	JYS	\$39.00	0.10	Email with R. Lindstrom re [REDACTED] (.1).
2/12/2015	JYS	\$390.00	1.00	Office conference with J. Lowrie of Employment Group re [REDACTED] (1.0).
2/12/2015	JYS	\$117.00	0.30	Assemble relevant documents for Mr. Lowrie (.3).
2/12/2015	JYS	\$78.00	0.20	Email with R. Lindstrom re [REDACTED] (.2).
2/12/2015	JSL	\$937.50	2.50	Meet and orientation to project with Jeff Shields; email with Ric Lindstrom; telephone call with Ric Lindstrom; additional email with Ric Lindstrom; research assignment to Mike Judd; receive report; additional email to Ric Lindstrom.
2/13/2015	JYS	\$156.00	0.40	Several early a.m. emails with B. Miller and R. Lindstrom regarding [REDACTED] (.4).
2/13/2015	JYS	\$78.00	0.20	Telephone conference with Joe Gfoeller re [REDACTED] (.2).
2/13/2015	JYS	\$78.00	0.20	Emails with Lana of Scarsdale re clearing process (.2).
2/13/2015	JYS	\$78.00	0.20	Email with Bill McDonald re clearing (.2).
2/13/2015	JYS	\$39.00	0.10	Review S. Worthington response to M. Hashimoto request (.1).
2/13/2015	JYS	\$78.00	0.20	Email with M. Hashimoto (.2).
2/16/2015	JYS	\$78.00	0.20	Telephone conference with Joe Gfoeller (.2).
2/16/2015	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom and Joe Gfoeller re [REDACTED] (.3).

2/16/2015	JYS	\$39.00	0.10	Email to M. Hashimoto (.1).
2/16/2015	JYS	\$78.00	0.20	Search email for [REDACTED] reports (.2).
2/16/2015	JSL	\$562.50	1.50	Confer with Jeff Shields; review materials re [REDACTED]; leave to Jeff Shields.
2/17/2015	JYS	\$117.00	0.30	Telephone conference with B. Moss re [REDACTED] (.3).
2/17/2015	JYS	\$156.00	0.40	Telephone conference with Jim Lowrie and R. Lindstrom re [REDACTED] (.4).
2/17/2015	JYS	\$78.00	0.20	Review draft email to [REDACTED] (.2).
2/17/2015	JSL	\$562.50	1.50	Email to Jeff Shields; discuss notice [REDACTED] with Jeff Shields; email from Ric Lindstrom; telephone call with Jeff Shields and Ric Lindstrom.
2/18/2015	JYS	\$78.00	0.20	Telephone conference with M. Hashimoto re [REDACTED] (.2).
2/18/2015	JYS	\$39.00	0.10	Email to Bill McDonald (.1).
2/18/2015	JYS	\$39.00	0.10	Email to B. Miller (.1).
2/18/2015	JYS	\$78.00	0.20	Email with R. Lindstrom re [REDACTED] (.2).
2/18/2015	JYS	\$39.00	0.10	Email to Scarsdale re clearing (.1).
2/18/2015	JYS	\$117.00	0.30	Review and edit email re [REDACTED] (.3).
2/18/2015	JYS	\$234.00	0.60	Draft [REDACTED] response to S. Worthington accounting (.6).
2/18/2015	JYS	\$429.00	1.10	Draft demand to Sphere re [REDACTED] (1.1).
2/18/2015	JYS	\$78.00	0.20	Follow up email to Scarsdale re clearing (.2).
2/18/2015	JSL	\$562.50	1.50	Review Ric Lindstrom draft email [REDACTED]; review [REDACTED] agreement; revise draft email; send to Jeff Shields for review; receive Jeff Shields' comments; finalize and send to Ric Lindstrom; discuss additional needs with Jeff Shields.
2/19/2015	JYS	\$156.00	0.40	Draft letters for M. Hashimoto [REDACTED] (.4).
2/19/2015	JYS	\$351.00	0.90	Drafting of comprehensive default letter [REDACTED] (.9).
2/19/2015	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom (.3).
2/19/2015	JYS	\$156.00	0.40	Email [REDACTED] to clients with commentary (.4).
2/19/2015	JSL	\$675.00	1.80	Revise draft email; send changes to Ric Lindstrom; review draft letter to Scott Worthington; mark up; send comments to Jeff Shields; additional review and email to Ric Lindstrom; monitor email; confer with Jeff Shields.
2/20/2015	JYS	\$156.00	0.40	Emails with R. Lindstrom re [REDACTED] (.4).
2/20/2015	JYS	\$117.00	0.30	Emails with M. Hashimoto re [REDACTED] (.3).
2/20/2015	JYS	\$117.00	0.30	Emails with clients re [REDACTED] (.3).
2/20/2015	JYS	\$39.00	0.10	Email with P. Billings (.1).
2/20/2015	JSL	\$112.50	0.30	Email from Ric Lindstrom; brief conference with Jeff Shields.
2/23/2015	JYS	\$78.00	0.20	Email with P. Billings (.2).
2/23/2015	JYS	\$312.00	0.80	Prepare items for 2/24 meeting with Committee Counsel (.8).
2/23/2015	JYS	\$312.00	0.80	Work on [REDACTED] turnover complaint (.8).

2/23/2015	JYS	\$78.00	0.20	Email with M. Hashimoto (.2).
2/24/2015	JYS	\$936.00	2.40	Meeting with P. Billings, Committee Counsel and B. Miller re various litigation issues (2.4).
2/24/2015	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom [REDACTED] (.3).
2/24/2015	JYS	\$78.00	0.20	Email with Lana at Scarsdale re stock clearing (.2).
2/25/2015	JYS	\$78.00	0.20	Email to clients re [REDACTED] (.2).
2/25/2015	JYS	\$78.00	0.20	Email with B. Miller (.2).
2/26/2015	JYS	\$117.00	0.30	Telephone conference with Joe Gfoeller re [REDACTED] (.3).
2/26/2015	JYS	\$78.00	0.20	Telephone conference with Lana Guyevsky of Scarsdale (.2).
2/26/2015	JYS	\$156.00	0.40	Telephone conference with B. Miller, M. Hashimoto and R. Lindstrom re [REDACTED] (.4).
2/26/2015	JYS	\$117.00	0.30	Several emails with Joe Gfoeller and Ms. Guyevsky re documentation for clearing (.3).
2/26/2015	JYS	\$39.00	0.10	Email with P. Billings (.1).
2/26/2015	JYS	\$39.00	0.10	Review email from S. Worthington (.1).
2/26/2015	JYS	\$39.00	0.10	Email to S. Worthington (.1).
2/26/2015	JYS	\$117.00	0.30	Review and edit B. Miller's draft email [REDACTED] (.3).
2/27/2015	JYS	\$39.00	0.10	Email with Sphere [REDACTED] (.1).
2/27/2015	JYS	\$39.00	0.10	Email to P. Billings (.1).
2/27/2015	JYS	\$156.00	0.40	Prepare draft NDA for APA (.4).
2/27/2015	JYS	\$117.00	0.30	Email to B. Moss and B. Miller re [REDACTED] (.3).
2/27/2015	JYS	\$39.00	0.10	Follow up email to P. Billings (.1).
2/27/2015	JYS	\$39.00	0.10	Telephone conference with P. Billings (.1).
2/27/2015	JYS	\$39.00	0.10	Email proposed NDA to Sphere and Committee (.1).
2/27/2015	JYS	\$78.00	0.20	Email with M. Hashimoto re [REDACTED] (.2).
2/27/2015	JYS	\$273.00	0.20	Emails with Ms. Chandler re [REDACTED] (.2).
3/2/2015	JYS	\$78.00	0.20	Emails with Lana at Scarsdale re stock sales (.2).
3/2/2015	JYS	\$117.00	0.30	Review prior emails [REDACTED] from R. Lindstrom (.3).
3/2/2015	JYS	\$78.00	0.20	Emails with P. Billings re NDA for APA disclosure (.2).
3/3/2015	JYS	\$39.00	0.10	Email with J. Meretsky (.1).
3/3/2015	JYS	\$273.00	0.70	Prepare notes for meeting (.7).
3/3/2015	JYS	\$702.00	1.80	Office conference with B. Miller and B. Moss to [REDACTED] (1.8).
3/9/2015	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom re [REDACTED] (.3).
3/9/2015	JYS	\$117.00	0.30	Telephone conference with M. Hashimoto re [REDACTED] (.3).
3/9/2015	JYS	\$39.00	0.10	Email with P. Billings re [REDACTED] (.1).
3/10/2015	JYS	\$468.00	1.20	Telephone conference with R. Lindstrom and M. Hashimoto re [REDACTED] (1.2).
3/11/2015	JYS	\$195.00	0.50	Telephone conference with R. Lindstrom, Joe Gfoeller, and M. Hashimoto re [REDACTED] (.5).
3/11/2015	JYS	\$429.00	1.10	Outline and dictate first draft of turnover complaint against Sphere (1.1).
3/11/2015	JYS	\$273.00	0.70	Legal research re turnover [REDACTED]

3/12/2015	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom re [REDACTED] (.3).
3/12/2015	JYS	\$78.00	0.20	Telephone conference with P. Billings re Sphere issues (.2).
3/12/2015	JYS	\$117.00	0.30	Telephone conference with B. Miller re [REDACTED] (.3).
3/12/2015	JYS	\$117.00	0.30	Minor revisions to [REDACTED] (.3).
3/12/2015	JYS	\$39.00	0.10	Email with P. Billings (.1).
3/12/2015	JYS	\$351.00	0.90	Draft of Complaint for Turnover against Sphere (.9).
3/12/2015	JYS	\$78.00	0.20	Instruct paralegal Williams re [REDACTED] (.2).
3/12/2015	JYS	\$78.00	0.20	Emails with P. Billings re stock sales (.2).
3/12/2015	JSL	\$112.50	0.30	Monitor email; consult with Jeff Shields.
3/13/2015	MYB	\$80.50	0.70	Research agent for service of process [REDACTED] [REDACTED]
3/13/2015	JYS	\$117.00	0.30	Email reporting on [REDACTED] (.3).
3/13/2015	JYS	\$234.00	0.60	Telephone conference with R. Lindstrom, B. Miller, Joe Gfoeller and B. Moss re [REDACTED] (.6).
3/13/2015	JYS	\$156.00	0.40	Prepare notes for [REDACTED] (.4).
3/13/2015	JYS	\$78.00	0.20	Telephone conference with M. Hashimoto re [REDACTED] (.2).
3/13/2015	JYS	\$117.00	0.30	Additional edits to Turnover Complaint (.3).
3/13/2015	JYS	\$78.00	0.20	Review comprehensive stock sales reports (.2).
3/13/2015	JYS	\$39.00	0.10	Email master stock report to P. Billings (.1).
3/13/2015	JYS	\$78.00	0.20	Follow up email with P. Billings (.2).
3/16/2015	JYS	\$78.00	0.20	Telephone conference with Joe Gfoeller (.2).
3/16/2015	JYS	\$78.00	0.20	Email to M. Hashimoto re [REDACTED] (.2).
3/16/2015	JYS	\$78.00	0.20	Email to clients re [REDACTED] (.2).
3/16/2015	JYS	\$351.00	0.90	Review B. Miller's first draft of Disclosure Statement Plan and Liquidation Trust per request as related [REDACTED] [REDACTED] (.9).
3/17/2015	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom (.3).
3/17/2015	JYS	\$78.00	0.20	Telephone conference with B. Miller (.2).
3/17/2015	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom (p.m.) (.3).
3/17/2015	JYS	\$195.00	0.50	Itemize and provide disclosure statement/plan/trust markups to B. Miller (.5).
3/17/2015	JYS	\$78.00	0.20	Email with B. Miller and clients re [REDACTED] (.2).
3/17/2015	JYS	\$117.00	0.30	Restructure new turnover demand letter [REDACTED] (.3).
3/17/2015	JYS	\$117.00	0.30	Prepare notice of change of APA notice parties to Sphere (.3).
3/17/2015	JYS	\$39.00	0.10	Email to P. Billings (.1).
3/17/2015	JYS	\$39.00	0.10	Review M. Hashimoto's edits to [REDACTED] (.1).
3/17/2015	JYS	\$78.00	0.20	Edits to letter (.2).
3/17/2015	JYS	\$78.00	0.20	Follow up email with P. Billings (.2).
3/18/2015	JYS	\$78.00	0.20	Telephone conference with Doug Payne re subpoena for Sphere information (.2).

3/18/2015	JYS	\$78.00	0.20	Telephone conference with R. Lindstrom (.2).
3/18/2015	JYS	\$390.00	1.00	Telephone conference with Joe Gfoeller, R. Lindstrom and B. Miller re [REDACTED] and related claims issues (1.0).
3/18/2015	JYS	\$78.00	0.20	Emails with Ms. Chandler re [REDACTED] (.2).
3/18/2015	JYS	\$117.00	0.30	Review Committee's motion to compel and order regarding Sphere documents (.3).
3/19/2015	JYS	\$234.00	0.60	Review Committee's discovery pleadings and order and email same to Sphere APA notification parties with commentary regarding Committee duties.
3/19/2015	JSL	\$487.50	1.30	Study [REDACTED] for comments to Jeff Shields.
3/20/2015	JYS	\$117.00	0.30	Emails with Lon Jenkins re Sphere representation (.3).
3/20/2015	JYS	\$78.00	0.20	Email to P. Billings re several open items (.2).
3/20/2015	JYS	\$78.00	0.20	Review subpoena and acceptance from Committee (.2).
3/20/2015	JYS	\$156.00	0.40	Telephone conference with Joe Gfoeller (.4).
3/20/2015	JYS	\$117.00	0.30	Follow up telephone conference with Joe Gfoeller (.3).
3/20/2015	JYS	\$78.00	0.20	Telephone conference with B. Miller (.2).
3/20/2015	JYS	\$117.00	0.30	Telephone conferences with (2) Doug Payne (.3).
3/20/2015	JYS	\$78.00	0.20	Telephone conference with P. Billings (.2).
3/20/2015	JYS	\$195.00	0.50	Telephone conference with R. Lindstrom and Joe Gfoeller (.5).
3/20/2015	JYS	\$39.00	0.10	Email Committee subpoena to Meretsky and Worthington (.1).
3/21/2015	JYS	\$39.00	0.10	Email with S. Worthington of Sphere (.1).
3/21/2015	JYS	\$39.00	0.10	Forward email to Committee counsel (.1).
3/21/2015	JYS	\$78.00	0.20	Email to clients re [REDACTED] (.2).
3/22/2015	JYS	\$117.00	0.30	Emails with R. Lindstrom (.3).
3/22/2015	JYS	\$39.00	0.10	Email to P. Billings (.1).
3/23/2015	NRS	\$75.00	0.50	Confer with Jeff Shields; perform research regarding [REDACTED]
3/23/2015	JYS	\$78.00	0.20	Emails with R. Lindstrom (.2).
3/23/2015	JYS	\$117.00	0.30	Prepare email to clients re [REDACTED] (.3).
3/23/2015	JYS	\$195.00	0.50	Prepare notes for Committee meeting (.5).
3/23/2015	JYS	\$156.00	0.40	Telephone conference with R. Lindstrom (.4).
3/23/2015	JYS	\$117.00	0.30	Telephone conference with B. Moss (.3).
3/23/2015	JYS	\$702.00	1.80	Meet with Creditor Committee at Fabian and Clendenin (R. Lindstrom, Joe Gfoeller, B. Miller, A. Khanna, P. Billings) (1.8).
3/23/2015	JYS	\$1,560.00	4.00	Extensive updating and editing work on [REDACTED] (4.0).
3/23/2015	JYS	\$117.00	0.30	Instruct associate re [REDACTED] (.3).
3/23/2015	JYS	\$78.00	0.20	Telephone conference with B. Miller (.2).
3/23/2015	JYS	\$195.00	0.50	Telephone conference with Joe Gfoeller, R. Lindstrom, B. Moss (.5).
3/24/2015	NRS	\$990.00	6.60	Review [REDACTED] confer with Jeff Shields; review and revise [REDACTED]

3/24/2015	JYS	\$1,170.00	3.00	Additional work on REDACTED (3.0).
3/24/2015	JYS	\$78.00	0.20	Emails with R. Lindstrom (.2).
3/24/2015	JYS	\$39.00	0.10	Email REDACTED draft to clients (.1).
3/24/2015	JYS	\$39.00	0.10	Email to clients re REDACTED (.1).
3/24/2015	JYS	\$78.00	0.20	Confer with associate Sumbot on REDACTED research REDACTED (.2).
3/24/2015	JYS	\$78.00	0.20	Review email regarding REDACTED from R. Lindstrom and respond (.2).
3/24/2015	JYS	\$78.00	0.20	Telephone conference with B. Miller (.2).
3/24/2015	JYS	\$78.00	0.20	Review B. Miller's plan and liquidation analysis (.2).
3/24/2015	JSL	\$75.00	0.20	Email Jeff Shields.
3/25/2015	NRS	\$615.00	4.10	Review and revise REDACTED confer with Jeff Shields.
3/25/2015	EXM	\$390.00	6.00	Per JYS, exported client emails to iPro staging.
3/25/2015	JYS	\$390.00	1.70	Meet with R. Lindstrom re REDACTED (1.7).
3/25/2015	JYS	\$390.00	0.30	Confer with J. Carlson on REDACTED (.3).
3/25/2015	JYS	\$390.00	4.10	All hands meeting to REDACTED REDACTED (4.1).
3/25/2015	JYS	\$390.00	0.10	Review litigation hold REDACTED (.1).
3/25/2015	JYS	\$390.00	0.20	Review claims register (.2).
3/25/2015	JYS	\$390.00	0.30	Review REDACTED from B. Miller (.3).
3/26/2015	NRS	\$165.00	1.10	Prepare list REDACTED
3/26/2015	EXM	\$520.00	8.00	Per JYS, exported client emails to iPro staging.
3/26/2015	JYS	\$78.00	0.20	Email to R. Lindstrom re REDACTED (.2).
3/26/2015	JYS	\$78.00	0.20	Review REDACTED analysis from associate REDACTED (.2).
3/26/2015	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom (.3).
3/26/2015	JYS	\$117.00	0.30	Confer with and refer R. Lindstrom on REDACTED (.3).
3/26/2015	TBS	\$868.00	2.80	Review and respond to e-mails from Jeff Shields; Review and respond to e-mails from Ric Lindstrom; Conduct research re V3 patent applications; Teleconference with Adrian Lee re patent applications; Telephone conference with Ric Lindstrom REDACTED
3/27/2015	JYS	\$156.00	0.40	Confer with patent partner Tim Smith re REDACTED (4).
3/27/2015	JYS	\$117.00	0.30	Telephone conference with B. Miller (.3).
3/27/2015	JYS	\$39.00	0.10	Email with B. Miller (.1).
3/27/2015	JYS	\$78.00	0.20	Review email from P. Billings and B. Miller response re claims comparison (including Turcotte) (.2).
3/27/2015	TBS	\$744.00	2.40	Review and respond to e-mails from Jeff Shields; Review and respond to e-mail from Ric Lindstrom; Review asset purchase agreement; Voice mail to prior patent counsel; CONdcut research re REDACTED patent REDACTED
3/28/2015	JYS	\$78.00	0.20	Email with B. Miller (.2).
3/28/2015	JYS	\$39.00	0.10	Email with R. Lindstrom (.1).



3/29/2015	JYS	\$39.00	0.10	Email to M. Hashimoto re Sphere (.1).
3/29/2015	JYS	\$78.00	0.20	Email to Lon Jenkins re Sphere (.2).
3/30/2015	JYS	\$78.00	0.20	Email to P. Billings re Sphere production.
3/30/2015	JZC	\$52.00	0.80	Per instructions of JYS finalize collection of [REDACTED] email and report [REDACTED].
3/31/2015	TBS	\$589.00	1.90	Review and respond to e-mails from Ric Lindstrom; Voice mail to Adrian Lee; Conduct additional research re status of [REDACTED] patents; Conference with Jeff Shields
4/1/2015	JYS	\$120.00	0.30	(SPHERE) Telephone conference with R. Lindstrom (.3).
4/1/2015	JYS	\$120.00	0.30	Telephone conference with R. Lindstrom and Tim Smith re [REDACTED] (.3).
4/1/2015	JYS	\$80.00	0.20	Telephone conference with Tim Smith re [REDACTED] (.2).
4/1/2015	JYS	\$2,800.00	7.00	Review documents and emails for preliminary selection to respond to Committee subpoena [REDACTED] (7.0).
4/1/2015	JYS	\$40.00	0.10	Email with M. Hashimoto (.1).
4/1/2015	JYS	\$40.00	0.10	Email with Lon Jenkins re turnover (.1).
4/1/2015	JYS	\$240.00	0.60	Review and analysis of Sphere response to turnover demand (.6).
4/1/2015	JYS	\$120.00	0.30	Instructions to associate Sumbot re objection [REDACTED] (.3).
4/1/2015	JYS	\$80.00	0.20	Email to Bill re [REDACTED] subpoena (.2).
4/1/2015	JYS	\$80.00	0.20	Emails with R. Lindstrom re [REDACTED] (.2).
4/1/2015	JYS	\$120.00	0.30	Review draft [REDACTED] (.3).
4/2/2015	NRS	\$52.50	0.30	Confer with Jeff Shields and Steve Hulet regarding subpoena.
4/2/2015	NRS	\$665.00	3.80	Review subpoena; draft response and objections.
4/2/2015	JZC	\$97.50	1.30	[Sphere 3D] Per instructions of JYS process documents for review and production.
4/2/2015	NRS	\$87.50	0.50	Confer with Steve Hulet and EJ McAffrey regarding subpoena production.
4/2/2015	NRS	\$87.50	0.50	Review documents in our subpoena production [REDACTED]
4/2/2015	JYS	\$80.00	0.20	(SPHERE) Telephone conference with Lon Jenkins (.2).
4/2/2015	JYS	\$80.00	0.20	Telephone conference with Doug Payne and Lon Jenkins re extension of subpoena response (.2).
4/2/2015	JYS	\$600.00	1.50	Conference with associate Sumbot and paralegal Hulet (1.5).
4/2/2015	JYS	\$1,200.00	3.00	Additional work on assembling document production (3.0).
4/2/2015	JYS	\$80.00	0.20	Review R. Lindstrom's comment to [REDACTED] (.2).
4/2/2015	JYS	\$200.00	0.50	Telephone conference with R. Lindstrom, Joe Gfoeller, M. Hashimoto and B. Miller re [REDACTED] [REDACTED] (.5).
4/2/2015	JYS	\$40.00	0.10	Email with B. Moss (.1).
4/2/2015	JYS	\$40.00	0.10	Email to clients re all hands call re [REDACTED] (.1).
4/2/2015	JYS	\$80.00	0.20	Confer with Mr. Carlson on [REDACTED] (.2).
4/3/2015	NRS	\$455.00	2.60	Review and revise objections to subpoena; confer with Jeff Shields.

4/3/2015	NRS	\$332.50	1.90	Prepare production by reviewing documents; confer with Jeremy Carlson regarding APA; prepare APA for production.
4/3/2015	JZC	\$210.00	2.80	Per instructions of NRS process and prepare documents for review and production.
4/3/2015	JYS	\$400.00	1.00	(SPHERE) Telephone conference with R. Lindstrom re [REDACTED] (1.0).
4/3/2015	JYS	\$400.00	1.00	Edit and finalize objection to Committee subpoena re Sphere claims (1.0).
4/3/2015	JYS	\$520.00	1.30	Further work on document assembly and review for Committee subpoena (1.3).
4/3/2015	JYS	\$40.00	0.10	Review M. Hashimoto's edits to [REDACTED] (.1).
4/3/2015	JYS	\$360.00	0.90	Arrange document obtainment from M. Hashimoto and review DropBox folders provided by M. Hashimoto (.9).
4/3/2015	JYS	\$80.00	0.20	Isolate APA text and email to Committee (.2).
4/3/2015	JYS	\$80.00	0.20	Review article on [REDACTED] (.2).
4/3/2015	JYS	\$200.00	0.50	Email with Lon Jenkins re subpoena objection and edits per Mr. Jenkins (.5).
4/3/2015	JYS	\$120.00	0.30	Follow-up email with Lon Jenkins (.3).
4/3/2015	JYS	\$40.00	0.10	Review R. Lindstrom's edits [REDACTED] (.1).
4/3/2015	JYS	\$80.00	0.20	Edit [REDACTED] accordingly (.2).
4/3/2015	JYS	\$120.00	0.30	Review [REDACTED] and financial reports to SEC by Sphere [REDACTED] (.3).
4/3/2015	JYS	\$80.00	0.20	Follow-up email with M. Hashimoto re DropBox documents (.2).
4/3/2015	JYS	\$80.00	0.20	Confer with Tim Smith on [REDACTED] (.2).
4/4/2015	JYS	\$1,240.00	3.10	(SPHERE) Work on document production (selection, inventory, review) (3.1).
4/4/2015	JYS	\$120.00	0.30	Further edits to [REDACTED] (.3).
4/6/2015	NRS	\$192.50	1.10	Prepare V3 production in response to subpoena by reviewing documents.
4/6/2015	JYS	\$160.00	0.40	(SPHERE) Telephone conference with R. Lindstrom (a.m.) (.4).
4/6/2015	JYS	\$160.00	0.40	Telephone conference with R. Lindstrom and Joe Gfoeller (.4).
4/6/2015	JYS	\$120.00	0.30	Telephone conference with R. Lindstrom (p.m.) (.3).
4/6/2015	JYS	\$120.00	0.30	Telephone conference with Joe Gfoeller (.3).
4/6/2015	JYS	\$120.00	0.30	Work on [REDACTED] input (.3).
4/6/2015	JYS	\$80.00	0.20	Research request [REDACTED] to Ms. Williams (.2).
4/6/2015	JYS	\$80.00	0.20	Instruct paralegal re additional documents in review folder (.2).
4/6/2015	JYS	\$320.00	0.80	Prepare first draft of Protection Order re document productions (.8).
4/6/2015	JYS	\$80.00	0.20	ReviewSphere proof of claim and emails to clients [REDACTED] (.2).
4/6/2015	JYS	\$40.00	0.10	Circulate proposed protection order to clients, Lon Jenkins, P. Billings, and B. Miller for comment (.1).
4/6/2015	JYS	\$120.00	0.30	Email to team re [REDACTED] (.3).
4/6/2015	JYS	\$80.00	0.20	Email [REDACTED] claim to clients [REDACTED] (.2).
4/6/2015	JYS	\$80.00	0.20	Review R. Lindstrom's edits to [REDACTED] (.2).

4/7/2015	NRS	\$385.00	2.20	Finish preparing production by reviewing documents.
4/7/2015	NRS	\$52.50	0.30	Confer with Jeff Shields regarding production.
4/7/2015	NRS	\$227.50	1.30	Review cases cited in Lon Jenkins' letter to Jeff Shields.
4/7/2015	EXM	\$150.00	2.00	Per NRS request, created redactions and added tags to specified documents.
4/7/2015	NRS	\$52.50	0.30	Confer with Jeff Shields regarding [REDACTED] organize production of [REDACTED] documents [REDACTED]
4/7/2015	JYS	\$320.00	0.80	(SPHERE) Telephone conference with P. Billings re walk through at APA provisions and support for Sphere claims (.8).
4/7/2015	JYS	\$120.00	0.30	Telephone conference with B. Miller (.3).
4/7/2015	JYS	\$200.00	0.50	Telephone conference with R. Lindstrom and Joe Gfoeller (.5).
4/7/2015	JYS	\$320.00	0.80	Telephone conference with Lon Jenkins and B. Miller re settlement of Sphere claims and discovery response protocol (.8).
4/7/2015	JYS	\$80.00	0.20	Telephone conference with B. Miller (.2).
4/7/2015	JYS	\$120.00	0.30	Telephone conference with Lon Jenkins and P. Billings re form of protective order (.3).
4/7/2015	JYS	\$80.00	0.20	Email with R. Lindstrom (.2).
4/7/2015	JYS	\$80.00	0.20	Telephone conference with B. Moss (.2).
4/7/2015	JYS	\$80.00	0.20	Emails with R. Lindstrom re [REDACTED] (.2).
4/7/2015	JYS	\$80.00	0.20	Email to clients re [REDACTED] (.2).
4/7/2015	JYS	\$120.00	0.30	Revisions to [REDACTED] (.3).
4/7/2015	JYS	\$40.00	0.10	Send demand letter to Sphere (.1).
4/8/2015	NRS	\$227.50	1.30	Review documents for privilege and confidential material.
4/8/2015	NRS	\$70.00	0.40	Perform research regarding [REDACTED]
4/8/2015	MYB	\$50.00	0.40	[Sphere 3D] Research re [REDACTED]
4/8/2015	NRS	\$140.00	0.80	Review and redact emails from the production.
4/8/2015	JZC	\$225.00	3.00	Per instructions of JYS process and prepare [REDACTED] documents and email for review and production.
4/8/2015	JYS	\$160.00	0.40	(SPHERE) Sampling of [REDACTED] documents for proper processing.
4/8/2015	JYS	\$80.00	0.20	(SPHERE) Telephone conference with M. Hashimoto (.2).
4/8/2015	JYS	\$120.00	0.30	Telephone conference with B. Moss (.3).
4/8/2015	JYS	\$360.00	0.90	Three telephone conferences with R. Lindstrom (.9).
4/8/2015	JYS	\$80.00	0.20	Email with Lon Jenkins and P. Billings (.2).
4/8/2015	JYS	\$280.00	0.70	Continue search [REDACTED] for relevant documents (.7).
4/8/2015	JYS	\$120.00	0.30	Email with R. Lindstrom re [REDACTED] (.3).
4/8/2015	JYS	\$80.00	0.20	Email to R. Lindstrom re [REDACTED] (.2).
4/8/2015	JYS	\$160.00	0.40	Emails with Lon Jenkins and P. Billings re protective order and edits to proposed order (.4).

4/8/2015	JYS	\$80.00	0.20	Emails to clients and team re [REDACTED] (.2).
4/8/2015	JYS	\$120.00	0.30	Email with Mr. Carlson re [REDACTED] (.3).
4/8/2015	JYS	\$40.00	0.10	Email [REDACTED] to R. Lindstrom (.1).
4/9/2015	NRS	\$52.50	0.30	Confer with Jeff Shields regarding production of documents; confer with Jeremy Carlson regarding [REDACTED]
4/9/2015	NRS	\$192.50	1.10	Perform research regarding [REDACTED]
4/9/2015	JZC	\$390.00	5.20	Per instructions of JYS process and prepare client documents and email for review and production.
4/9/2015	JYS	\$2,240.00	5.60	(SPHERE) Full review of document assembly for production (5.6).
4/9/2015	JYS	\$360.00	0.90	Email to Mr. Carlson re [REDACTED] (.9).
4/9/2015	JYS	\$40.00	0.10	Forward [REDACTED] to R. Lindstrom (.1).
4/9/2015	JYS	\$880.00	2.20	Further comprehensive review of documents for production (2.2).
4/9/2015	JYS	\$200.00	0.50	Telephone conference with R. Lindstrom (.5).
4/9/2015	JYS	\$120.00	0.30	Telephone conference with (a.m.) B. Miller re [REDACTED] (.3).
4/9/2015	JYS	\$80.00	0.20	Telephone conference with B. Moss re [REDACTED] (.2).
4/9/2015	JYS	\$80.00	0.20	Telephone conference with J. Harrington (re Bookman) (.2).
4/9/2015	JYS	\$80.00	0.20	Email with R. Lindstrom re [REDACTED] (.2).
4/9/2015	JYS	\$120.00	0.30	Edits to protective order (.3).
4/9/2015	JYS	\$80.00	0.20	Emails with Lon Jenkins (.2).
4/9/2015	JYS	\$40.00	0.10	(SPHERE) Email [REDACTED] to R. Lindstrom (.1).
4/9/2015	JYS	\$80.00	0.20	Email with P. Billings (.2).
4/9/2015	JYS	\$80.00	0.20	Follow-up email with Lon Jenkins and P. Billings re form of protective order (.2).
4/9/2015	JYS	\$160.00	0.40	Email to Lon Jenkins re review of document production (.4).
4/9/2015	JYS	\$120.00	0.30	Evening telephone conference with R. Lindstrom (.3).
4/9/2015	JYS	\$160.00	0.40	Evening telephone conferences (2) with Joe Gfoeller (.4).
4/10/2015	JZC	\$172.50	2.30	Per instructions of JYS process and prepare initial disclosures for production.
4/10/2015	JZC	\$187.50	2.50	Per instructions of JYS process and prepare [REDACTED] documents and [REDACTED] for search, review and production.
4/10/2015	NRS	\$105.00	0.60	Holdback
4/10/2015	JYS	\$120.00	0.30	(SPHERE) Telephone conference with B. Miller (.3).
4/10/2015	JYS	\$320.00	0.80	Telephone conference with R. Lindstrom and Joe Gfoeller (.8).
4/10/2015	JYS	\$600.00	1.50	Additional work on document production (1.5).
4/10/2015	JYS	\$80.00	0.20	Emails with B. Moss (.2).
4/11/2015	JYS	\$400.00	1.00	(SPHERE) Telephone conference with R. Lindstrom, Joe Gfoeller, B. Miller and B. Moss (1.0).
4/11/2015	JYS	\$440.00	1.10	Work on document production (1.1).
4/13/2015	NRS	\$192.50	1.10	Perform research regarding [REDACTED]

4/13/2015	JZC	\$187.50	2.50	Per instructions of JYS process and prepare documents for preservation and production.
4/14/2015	NRS	\$490.00	2.80	Finish research regarding REDACTED
4/14/2015	JZC	\$97.50	1.30	Process and prepare documents for production based on REDACTED
Total:		\$86,876.50	277.70	

V3 Systems, Inc. - Bankruptcy (26556.0006)

Fee Detail Report - Sphere 3D Issues

**Timekeeper Summary**

Initials	Name	Amount	Hours
EXM	McCaffrey, Edward J	\$1,060.00	16.00
JSL	Lowrie, James S.	\$4,087.50	10.90
JYS	Shields, Jeffery	\$71,295.00	181.60
JZC	Carlson, Jeremy S	\$1,619.50	21.70
MXJ	Judd, Charles Michael	\$128.00	0.80
MYB	Williams, Morgan K	\$130.50	1.10
NRS	Sumbot, Nathan R	\$6,355.00	38.50
TBS	Smith, Timothy B	\$2,201.00	7.10
<b>Total:</b>		<b>\$86,876.50</b>	<b>277.70</b>

**Blended Rate**                      **\$312.84**

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V3 Systems, Inc. - Bankruptcy (26556.0006)  
Fee Detail Report - Voutaz Issues  
December 1, 2014 to April 22, 2015

FEES

Date	Tkpr	Amount	Hours	Narrative
1/14/2015	JYS	\$78.00	0.20	Review Boley emails re: Voutaz claim (.2).
1/15/2015	JYS	\$780.00	2.00	Legal research regarding REDACTED 510(c) REDACTED (2.0).
1/15/2015	JYS	\$117.00	0.30	Prepare email to B. Miller and S. McCardell regarding research (.3).
1/16/2015	JYS	\$78.00	0.20	Telephone conference with Blake Miller (.2).
1/16/2015	JYS	\$78.00	0.20	Follow up call with Mr. Miller (.2).
1/16/2015	JYS	\$117.00	0.30	Telephone conference with Blake Miller and Ric Lindstrom re: REDACTED (.3).
1/17/2015	JYS	\$78.00	0.20	Email with B. Miller regarding REDACTED (.2).
1/17/2015	JYS	\$273.00	0.70	Review Voutaz Motion for Relief from Stay and exhibits preparatory to assisting with response (.7).
1/17/2015	JYS	\$78.00	0.20	Email with Ric Lindstrom (.2)
1/18/2015	JYS	\$312.00	0.80	Conference call with R. Lindstrom, B. Miller, B. Moss and J. Gfoeller re: REDACTED (.8).
1/18/2015	JYS	\$234.00	0.60	Telephone conference with Blake Miller and Brennan Moss re: REDACTED (.6).
1/19/2015	JYS	\$117.00	0.30	Telephone conference with Blake Miller re: REDACTED (.3).
1/19/2015	JYS	\$156.00	0.40	Telephone conference with Ric Lindstrom and Joe Gfoeller (.4).
1/19/2015	JYS	\$234.00	0.60	Brief additional legal research on 510(c) subordination (.6).
1/19/2015	JYS	\$78.00	0.20	Follow up email to clients re: REDACTED (.2).
1/20/2015	JYS	\$234.00	0.60	Telephone conference with Blake Miller and Brennan Moss re: REDACTED (.6).
1/20/2015	JYS	\$156.00	0.40	Telephone conference with (2) Joe Gfoeller (.4).
1/20/2015	JYS	\$117.00	0.30	Review REDACTED case from Mr. Miller (.3).

1/20/2015	JYS	\$195.00	0.50	Review disc of documents prepared by Mr. Moss (.5).
1/20/2015	JYS	\$234.00	0.60	Several late evening emails with Mr. Lindstrom and Mr. Miller concerning REDACTED (.6).
1/21/2015	JYS	\$39.00	0.10	Exchange voicemails with Mr. Moss re: REDACTED (.1).
1/21/2015	JYS	\$117.00	0.30	Emails with R. Lindstrom re: REDACTED (.3).
1/21/2015	JYS	\$78.00	0.20	Emails with Mr. Miller re: REDACTED (.2).
1/21/2015	JYS	\$78.00	0.20	Followup email with Mr. Miller re: REDACTED (.2).
1/21/2015	JYS	\$78.00	0.20	Review Voutaz employment agreement re: 510(c) claims (.2).
1/21/2015	JYS	\$78.00	0.20	Review and comment on Voutaz Stipulation (.2).
1/21/2015	JYS	\$39.00	0.10	Check docket (.1);
1/22/2015	JYS	\$273.00	0.70	Telephone conference with (4) with Blake Miller re: REDACTED REDACTED (.7).
1/22/2015	JYS	\$78.00	0.20	Email with Committee re: Voutaz Agreement (.2).
1/22/2015	JYS	\$117.00	0.30	Emails with Mr. Miller re: REDACTED (.3).
1/22/2015	JYS	\$78.00	0.20	Review Voutaz objections to 363 motion and comment to B. Miller (.2).
1/22/2015	JYS	\$78.00	0.20	Emails with Mr. Lindstrom re: REDACTED (.2).
1/22/2015	JYS	\$585.00	1.50	Court appearance - hearings on motion for stay relief and motion to sell stock, including negotiations at courthouse (Judge Marker ) (1.5).
1/23/2015	JYS	\$78.00	0.20	Emails with M. Boley re: drafting of stipulation on stay motion (.2).
1/23/2015	JYS	\$78.00	0.20	Email with J. Gfoeller re: REDACTED (.2).
1/23/2015	JYS	\$78.00	0.20	Review committee's redline of Stipulation and provide comment (.2).
1/23/2015	JYS	\$117.00	0.30	Emails with Mr. Boley re: escrow release (.3).
1/23/2015	JYS	\$117.00	0.30	Email with R. Lindstrom re: REDACTED (.3).
1/23/2015	JYS	\$78.00	0.20	Followup email to Mr. Miller re: REDACTED (.2).
1/23/2015	JYS	\$78.00	0.20	Review final form of Voutaz stipulation and order from Mr. Miller and provide comment (.2).
1/23/2015	JYS	\$156.00	0.40	Telephone conference with (2) Blake Miller re: REDACTED (.4).
1/23/2015	JYS	\$39.00	0.10	Telephone conference with Peter Billings (.1).
1/23/2015	JYS	\$117.00	0.30	Telephone conference with Blake Miller, Ric Lindstrom and Joe Gfoeller re: Voutaz deal (.3).
1/26/2015	JYS	\$78.00	0.20	Review Voutaz escrow agreement REDACTED (.2).
1/26/2015	JYS	\$78.00	0.20	Check docket for order on sale and email with M. Boley (.2).
1/27/2015	JYS	\$78.00	0.20	Telephone conference with Matt Boley re: Voutaz certificate (.2).
1/27/2015	JYS	\$78.00	0.20	Telephone conference with Brennan Moss and Matt Boley re: release of escrow (.2).
1/27/2015	JYS	\$39.00	0.10	Review M. Boley's escrow release letter (.1).
1/28/2015	JYS	\$78.00	0.20	Email with B. Moss re: REDACTED (.2).
2/4/2015	RSP	\$106.50	0.30	Respond to Jeff Shields' e-mail re REDACTED REDACTED
2/5/2015	JYS	\$78.00	0.20	Email with Joe Gfoeller re REDACTED (.2).
2/6/2015	JYS	\$117.00	0.30	Several emails re REDACTED (.3).



2/11/2015	JYS	\$78.00	0.20	Review and provide two stock sale detail report to M. Boley by email (.2).
2/12/2015	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom, Joe Gfoeller, B. Miller and M. Hashimoto (.3).
2/12/2015	JYS	\$156.00	0.40	Several late evening emails with B. Miller, R. Lindstrom and Joe Gfoeller concerning [REDACTED] (.4).
2/13/2015	JYS	\$39.00	0.10	Email with Matt Boley re Voutaz (.1).
2/19/2015	JYS	\$39.00	0.10	Email to M. Boley (.1).
3/5/2015	JYS	\$78.00	0.20	Email with R. Lindstrom re [REDACTED] (.2).
3/5/2015	JYS	\$78.00	0.20	Telephone conference with B. Moss (.2).
3/11/2015	JYS	\$78.00	0.20	Emails with Matt Boley (.2).
3/12/2015	JYS	\$78.00	0.20	Email to M. Boley re Voutaz payment (.2).
3/17/2015	JYS	\$78.00	0.30	Email to client group re [REDACTED] (.3).
3/17/2015	JYS	\$78.00	0.20	Review Voutaz sales/payment summary and emails (.2).
Total:		\$8,023.50	20.70	

V3 Systems, Inc. - Bankruptcy (26556.0006)

Fee & Cost Detail Report - Voutaz Issues

**Timekeeper Summary**

Initials	Name	Amount	Hours
JYS	Shields, Jeffery	\$7,917.00	20.40
RSP	Poelman, Ronald S.	\$106.50	0.30
<b>Total:</b>		<b>\$8,023.50</b>	<b>20.70</b>

**Blended Rate**                      **\$387.61**

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V3 Systems, Inc. - Bankruptcy (26556.0006)  
Fee Detail Report - Other Litigation Claims  
December 1, 2014 to April 22, 2015

FEES

Date	Tkpr	Amount	Hours	Narrative
12/2/2014	JYS	\$39.00	0.10	Email with B. Miller (.1).
12/2/2014	JYS	\$234.00	0.60	Telephone conferences (3) with B. Moss re [REDACTED] (.6).
12/3/2014	JYS	\$78.00	0.20	Review and edit application for special counsel (.2).
12/4/2014	JYS	\$156.00	0.40	Telephone conferences (2) with B. Moss (.4).
12/5/2014	JYS	\$78.00	0.20	Confer with R. Poelman (.2).
12/5/2014	JYS	\$117.00	0.30	Telephone conference with B. Kesselring (.3).
12/5/2014	JYS	\$78.00	0.20	Telephone conference with B. Moss (.2).
12/5/2014	JYS	\$78.00	0.20	Telephone conference with B. Miller (.2).
12/6/2014	JYS	\$117.00	0.30	Correspondence with B. Kesselring re [REDACTED] statements and schedules.
12/8/2014	JYS	\$78.00	0.20	Telephone conferences (2) with B. Moss (.2).
12/8/2014	JYS	\$117.00	0.30	Telephone conference with B. Kesselring (.3).
12/9/2014	JBH	\$108.00	0.60	Review and analyze [REDACTED]
12/10/2014	JYS	\$468.00	1.20	Meet with R. Lindstrom, B. Miller and D. Chandler at Miller offices (1.2); assist with preparation of statements and schedules (n/c).
12/11/2014	JYS	\$351.00	0.90	Attend Initial Debtor Interview at U.S. Trustee's office (.9).
12/11/2014	JYS	\$117.00	0.30	Conference call with B. Miller and M. Hashimoto (.3).
12/11/2014	JYS	\$117.00	0.30	Assist with DIP account opening (.3).
12/12/2014	JYS	\$78.00	0.20	Telephone conference with M. Hashimoto (.2);
12/12/2014	JYS	\$156.00	0.40	Assist with opening DIP account contacts at Zions Bank (.4).
12/15/2014	MYB	\$46.00	0.40	Phone communication with [REDACTED] [REDACTED] request of [REDACTED] documents [REDACTED]
12/15/2014	JYS	\$117.00	0.30	Assist in opening DIP account at Zions Bank.

12/16/2014	JYS	\$78.00	0.20	Email with D. Chandler re [REDACTED]
12/16/2014	JYS	\$117.00	0.30	Review Rasmussen/Inaura agreement [REDACTED] (.3).
12/17/2014	JYS	\$117.00	0.30	Telephone conference with J. Harrington (.3);
12/17/2014	JYS	\$234.00	0.60	Telephone conferences (2) with R. Lindstrom (.6).
12/17/2014	JYS	\$195.00	0.50	Essist with Initial Financial Report (.5).
12/17/2014	JYS	\$78.00	0.20	Email with B. Miller (.2).
12/17/2014	JYS	\$156.00	0.40	Meet with J. Tustison of Zions Bank re DIP account and email to clients re signature process (.4).
12/17/2014	JYS	\$78.00	0.20	Correspond with R. Lindstrom and Joe Gfoeller re DIP account (.2).
12/18/2014	JYS	\$117.00	0.30	Telephone conference with B. Moss (.3).
12/18/2014	JYS	\$117.00	0.30	Telephone conference (p.m.) with B. Moss (.3).
12/18/2014	JYS	\$78.00	0.20	Email with L. Cayton, U.S. Trustee, re special counsel application (.2).
12/19/2014	JYS	\$117.00	0.30	Telephone conference with Dave Mock (.3).
12/22/2014	JYS	\$117.00	0.30	Draft report of Daybreak litigation for report (.3).
12/22/2014	JYS	\$156.00	0.40	Revise initial adversary section to add claims (.4).
12/22/2014	JYS	\$78.00	0.20	Further email to D. Chandler (.2).
12/23/2014	JYS	\$78.00	0.20	Prepare letter and package to R. Lindstrom [REDACTED] (.2).
12/23/2014	JYS	\$78.00	0.20	Email with L. Cayton, U.S. Trustee, re special counsel application (.2).
12/29/2014	JYS	\$117.00	0.30	Email with R. Lindstrom, B. Kesselring and B. Miller re [REDACTED]
12/30/2014	JYS	\$117.00	0.30	Review Mr. Miller's draft 363 Motion on stock sales per request (.3).
12/30/2014	JYS	\$39.00	0.10	Telephone conference with R. Lindstrom (.10).
12/31/2014	JYS	\$234.00	0.60	Revisions to draft 363 Motion and email to B. Miller [REDACTED] (.6).
1/2/2015	JYS	\$39.00	0.10	Email with R. Lindstrom.
1/3/2015	JYS	\$39.00	0.10	Email with Joe Gfoeller (.1).
1/3/2015	JYS	\$78.00	0.20	Email with Ric Lindstrom (.2).
1/5/2015	JYS	\$117.00	0.30	Prepare notes for preparation meeting for Section 341 meeting [REDACTED] (.3);
1/5/2015	JYS	\$156.00	0.40	Organize documents for preparation meeting (.4).
1/5/2015	JYS	\$975.00	2.50	Office conference with Blake Miller, Joe Gfoeller and Eric Lindstrom to [REDACTED] (2.5).
1/5/2015	JYS	\$507.00	1.30	Attend 341 meeting (1.3).
1/5/2015	JYS	\$78.00	0.20	Email APA to U.S. Trustee (.2).
1/9/2015	JYS	\$78.00	0.20	Email with R. Lindstrom and M. Hashimoto to assist with monthly financial report (.2).
1/9/2015	JYS	\$117.00	0.30	Review Inaura proof of claim for objections and email to Ric and Joe [REDACTED] (.3).
1/9/2015	JYS	\$39.00	0.10	Confer with B. Miller on [REDACTED] (.1).
1/11/2015	JYS	\$156.00	0.40	Review Mr. Miller's change to stock sale 363 motion and [REDACTED], and correspond [REDACTED] (.4).

1/11/2015	JYS	\$78.00	0.20	Telephone conference with with Joel Gfoeller (.2).
1/12/2015	JYS	\$78.00	0.20	Email to B. Miller re: sale motion (.2);
1/12/2015	JYS	\$117.00	0.30	Telephone conference with Ric Lindstrom and Blake Miller (.3).
1/12/2015	JYS	\$156.00	0.40	Telephone conference with (2) w/Blake Miller (.4).
1/12/2015	JYS	\$78.00	0.20	Telephone conference with Joe Gfoeller (.2).
1/12/2015	JYS	\$117.00	0.30	Telephone conference with Dave Mock re: [REDACTED] (.3).
1/12/2015	JYS	\$117.00	0.30	Email to R. Lindstrom (.3).
1/12/2015	JYS	\$117.00	0.30	Comments to sale motion draft to Mr. Miller (.3).
1/12/2015	JYS	\$39.00	0.10	Email with J. Gfoeller (.1).
1/12/2015	JYS	\$117.00	0.30	Arrange wire of brokerage funds to DIP account (.3).
1/12/2015	JYS	\$78.00	0.20	Email with B. Kesselring (.2).
1/14/2015	JYS	\$156.00	0.40	Assist with completion of December financial report (contacts to Zions and Key for statements, DIP account status) (.4).
1/14/2015	JYS	\$78.00	0.20	Telephone conference with Ric Lindstrom and Deborah Chandler (.2).
1/14/2015	JYS	\$117.00	0.30	Telephone conference with RicLindstrom (.3).
1/14/2015	JYS	\$78.00	0.20	Telephone conference with Blake Miller (.2).
1/14/2015	JYS	\$78.00	0.20	Telephone conference with Joe Gfoeller and Bill Kesselring re: Scarsdale wire and account amendments (.2).
1/14/2015	JYS	\$78.00	0.20	Telephone conference with Bill Kesselring re: Scarsdale wire to DIP account(.2).
1/14/2015	JYS	\$117.00	0.30	Telephone conference with Dave Mock re [REDACTED] (.3).
1/14/2015	JYS	\$117.00	0.30	Teview and obtain Scarsdale transaction statements from Mr. Kesselring (.3).
1/14/2015	JYS	\$117.00	0.30	Emails with Mr. Kesselring to obtain account records, contact information and bank statements (.3).
1/14/2015	JYS	\$117.00	0.30	Emails with R. Lindstrom (.3).
1/14/2015	JYS	\$39.00	0.10	Email with J. Gfoeller re: [REDACTED] (.1).
1/14/2015	JYS	\$78.00	0.20	Email w/M. Hashimoto re: December financial (.2).
1/14/2015	JYS	\$78.00	0.20	Follow-up email to B. Miller re: UST requested [REDACTED] (.2).
1/14/2015	JYS	\$78.00	0.20	Inquire and obtain wire confirmation from T. Sharp at Zions Bank (.2).
1/20/2015	JYS	\$78.00	0.20	Emails with creditor Silicon Valley Bank (.2).
1/21/2015	JYS	\$78.00	0.20	Telephone conference with Thais Sharp of Zions Bank re: DIP account (.2).
1/21/2015	JYS	\$312.00	0.80	Telephone conference with (3) Blake Miller re: [REDACTED] (.8).
1/21/2015	JYS	\$39.00	0.10	Email with B. Kesselring re: closure of Key Bank accounts (.1).
1/21/2015	JYS	\$117.00	0.30	Telephone conference with Joe Gfoeller re: [REDACTED] (.3).
1/21/2015	JYS	\$117.00	0.30	Review amended motion to sell and provide comment (.3).
1/21/2015	JYS	\$78.00	0.20	Email with Thais Sharp of Zions Bank re: DIP account check stock (.2).

1/22/2015	JYS	\$156.00	0.40	Post hearing conference with J. Gfoeller to [REDACTED] (.4).
1/23/2015	RSP	\$106.50	0.30	Conversation with Jeff Shields re [REDACTED]
1/26/2015	JYS	\$39.00	0.10	Email with B. Moss re: [REDACTED] (.1).
1/26/2015	JYS	\$39.00	0.10	Review Arrow Electronics claim (.1).
1/27/2015	JYS	\$117.00	0.30	Telephone conference with David Mock re: [REDACTED] (.3).
1/27/2015	JYS	\$78.00	0.20	Telephone conference with Brennan Moss re: [REDACTED] (.2).
1/27/2015	JYS	\$78.00	0.20	Emails with B. Kesselring re: Gilfix CPA retention [REDACTED] (.2).
1/30/2015	JYS	\$78.00	0.20	Telephone conference with Brennan Moss (.2).
2/4/2015	JYS	\$78.00	0.20	Email to M. Hashimoto re [REDACTED] (.2).
2/8/2015	JYS	\$78.00	0.20	Emails with Dave Turcotte and Dave Bommarito re shareholder status (.2).
2/9/2015	JYS	\$117.00	0.30	Respond to B. Robinson and D. Bommarito re equity position (.3).
2/9/2015	JYS	\$117.00	0.30	Telephone conference with Dave Mock (.3).
2/9/2015	JYS	\$78.00	0.20	Telephone conference with B. Moss (.2).
2/12/2015	JYS	\$39.00	0.10	Review New York tax POC and email to clients (.1).
2/12/2015	JYS	\$78.00	0.20	Emails and phone calls with Zions Bank to obtain bank statements (.2).
2/12/2015	JYS	\$117.00	0.30	Telephone conference with R. Lindstrom and M. Hashimoto re [REDACTED] (.3).
2/16/2015	JYS	\$78.00	0.20	Email to B. Miller re [REDACTED] (.2).
2/18/2015	JYS	\$117.00	0.30	Telephone conference with B. Moss (.3).
2/20/2015	JYS	\$117.00	0.30	Confer with B. Miller on [REDACTED] (.3).
2/20/2015	JYS	\$195.00	0.50	Pull and review Series A offering documents (.5).
2/22/2015	JYS	\$39.00	0.10	Email to P. Billings (.1).
2/22/2015	JYS	\$78.00	0.20	Confer with Ron Poelman on [REDACTED] (.2).
2/22/2015	JYS	\$39.00	0.10	Email to B. Miller (.1).
2/24/2015	JYS	\$156.00	0.40	Initial review of draft plan and liquidating trust (.4).
3/3/2015	JYS	\$117.00	0.30	Review email and claims from D. Turcotte and forward same to clients [REDACTED] (.3).
3/5/2015	JYS	\$117.00	0.30	Email with D. Turcotte re claim issues (.3).
3/6/2015	JYS	\$117.00	0.30	Telephone conference with B. Moss.
3/10/2015	JYS	\$312.00	0.80	Telephone conference with Dave Mock (.8).
3/12/2015	JYS	\$78.00	0.20	Email with D. Turcotte (.2).
3/13/2015	JYS	\$468.00	1.20	Telephone conference with D. Turcotte re Proof of Claim issues (1.2).
3/16/2015	JYS	\$156.00	0.40	Several emails with R. Lindstrom regarding [REDACTED] (.4).
3/23/2015	JYS	\$117.00	0.30	Review [REDACTED] financial information to Committee (.3).
3/23/2015	JYS	\$78.00	0.20	Review recent financials for Committee meeting [REDACTED] (.2).
Total:		\$14,612.50	38.10	

V3 Systems, Inc. - Bankruptcy (26556.0006)  
Fee & Cost Detail Report - Other Litigation Claims

**Timekeeper Summary**

Initials	Name	Amount	Hours
JBH	Hinckley, Joseph B	\$108.00	0.60
JYS	Shields, Jeffery	\$14,352.00	36.80
MYB	Williams, Morgan K	\$46.00	0.40
RSP	Poelman, Ronald S.	\$106.50	0.30
Total:		\$14,612.50	38.10

**Blended Rate**                      **\$383.53**

EXHIBIT 'E'



JONES, WALDO, HOLBROOK & MCDONOUGH

A PROFESSIONAL CORPORATION  
ATTORNEYS AND COUNSELORS

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**V3 Systems, Inc. - Bankruptcy (26556.0006)**

**Cost Detail Report**

**December 1, 2014 - April 22, 2015**

**COSTS**

Date	Type	Amount	Narrative
11/1/2014	MISC	\$21.15	Soundpath Conferencing; Conference Call, 10/27/2014
11/1/2014	MISC	\$40.12	Soundpath Conferencing; Conference Call, 10/28/2014
11/5/2014	MISC	\$11.75	Soundpath Conferencing; Conference Call
11/6/2014	MISC	\$18.75	Soundpath Conferencing; Conference Call
11/24/2014	FEE	\$225.00	Wells Fargo Credit Card; Nevada Secretary of State; Filing of Certificate of Dissolution of U.D. Dissolution Corp
11/24/2014	FEE	\$6.00	Wells Fargo Credit Card; Nevada Secretary of State; UCC Search on V3 System
12/1/2014	MISC	\$15.81	Soundpath Conferencing; Conference Call
12/3/2014	PHOTO	\$0.50	In House Photocopies - 5 @ \$0.10/page
12/8/2014	MISC	\$7.07	Soundpath Conferencing; Conference Call
12/11/2014	PHOTO	\$13.10	In House Photocopies - 131 @ \$0.10/page
12/12/2014	MISC	\$7.30	Soundpath Conferencing; Conference Call, 11/24/14
12/12/2014	MISC	\$10.53	Soundpath Conferencing; Conference Call, 11/26/14
12/17/2014	PHOTO	\$0.60	In House Photocopies - 6 @ \$0.10/page
12/23/2014	ED	\$25.67	FEDERAL EXPRESS CORPORATION; From Lois Gonzales to Ric Lindstrom
12/31/2014	PHOTO	\$0.10	In House Photocopies - 1 @ \$0.10/page
1/22/2015	ED	\$27.50	FEDERAL EXPRESS CORPORATION; From Jeff Shields to Eric Lindstrom, Trustee
1/22/2015	PHOTO	\$0.20	In House Photocopies - 2 @ \$0.10/page
2/4/2015	OLR	\$80.00	Online Legal Research
2/6/2015	RUN	\$5.00	To Blake Miller
2/8/2015	PHOTO	\$0.60	In House Photocopies - 6 @ \$0.10/page
2/12/2015	FEE	\$15.53	Soundpath Conferencing; Conference Call, 01/18/2015
2/12/2015	FEE	\$6.67	Soundpath Conferencing; Conference Call, 01/23/15

2/12/2015	FEE	\$6.18	Soundpath Conferencing; Conference Call, 01/21/2015
2/12/2015	FEE	\$6.13	Soundpath Conferencing; Conference Call, 01/23/2015
2/12/2015	FEE	\$4.39	Soundpath Conferencing; Conference Call, 01/30/2015
2/12/2015	OLR	\$400.00	Online Legal Research
2/23/2015	MISC	\$10.73	Soundpath Conferencing; Conference Call
2/26/2015	MISC	\$11.56	Soundpath Conferencing; Conference Call
3/17/2015	ED	\$38.64	FEDERAL EXPRESS CORPORATION; From Lois Gonzales to Scott Worthington, CFO, Sphere 3D Corporation
3/17/2015	ED	\$38.64	FEDERAL EXPRESS CORPORATION; From Lois Gonzales to Jason Meretsky, Esq., Meretsky Law Firm
3/30/2015	PHOTO	\$1.50	In House Photocopies - 15 @ \$0.10/page
4/3/2015	POST	\$0.69	Postage
4/7/2015	ED	\$39.40	FEDERAL EXPRESS CORPORATION; From Lois Gonzales to Scott Worthington, CFO, Sphere 3D Corporation
4/7/2015	ED	\$39.40	FEDERAL EXPRESS CORPORATION; From Lois Gonzales to Peter Tassiopoulos, President, Sphere 3D Corporation
4/7/2015	ED	\$39.40	FEDERAL EXPRESS CORPORATION; From Lois Gonzales to Jason Meretsky, Esq., Meretsky Law Firm
4/22/2015	POST	\$0.69	Postage
	<b>Total:</b>	<b>\$1,176.30</b>	